

MATHEWS PETER B
 Form 4
 February 08, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MATHEWS PETER B

(Last) (First) (Middle)
 7005 SOUTHFRONT ROAD
 (Street)

LIVERMORE, CA 94551

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FORMFACTOR INC [FORM]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/06/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP of Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2006		M		12,083	A	\$ 19.5	14,716	D	
Common Stock ⁽¹⁾	02/06/2006		S		12,083	D	\$ 36.3786	2,633	D	
Common Stock	02/06/2006		M		2,519	A	\$ 5.5	5,152	D	
Common Stock ⁽¹⁾	02/06/2006		S		2,519	D	\$ 35.65	2,633	D	
Common Stock	02/06/2006		M		10,000	A	\$ 5.5	12,633	D	

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Common Stock <u>(1)</u>	02/06/2006	S	10,000	D	\$ 35.6575	2,633	D
Common Stock	02/06/2006	M	19,616	A	\$ 6.5	22,249	D
Common Stock <u>(1)</u>	02/06/2006	S	19,616	D	\$ 35.8413	2,633	D
Common Stock	02/06/2006	M	10,119	A	\$ 6.5	12,752	D
Common Stock <u>(1)</u>	02/06/2006	S	10,119	D	\$ 36.2219	2,633	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.5	02/06/2006		M	2,519	09/21/2000 ⁽²⁾	09/21/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.5	02/06/2006		M	10,000	09/21/2000 ⁽²⁾	09/21/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.5	02/06/2006		M	19,616	10/30/2001 ⁽²⁾	10/30/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.5	02/06/2006		M	10,119	04/17/2002 ⁽³⁾	04/17/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.5	02/06/2006		M	12,083	08/14/2003 ⁽⁴⁾	08/14/2013	Common Stock

