

FORMFACTOR INC
Form 5
February 08, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ELDRIDGE BENJAMIN N

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP of Development & CTO

7005 SOUTHFRONT STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/25/2004

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

6. Individual or Joint/Group Reporting (check applicable line)

LIVERMORE, CA 94551

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	04/21/2004	Â	G	147,070 D \$ (3)	2,010 (1)	D	Â
Common Stock	04/21/2004	Â	G	147,070 A \$ (3)	122,070 (1) (4)	I	by Living Trust (2)

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

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SEC 2270 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 6)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELDRIDGE BENJAMIN N 7005 SOUTHFRONT STREET LIVERMORE, CA 94551	Â	Â	Â	Sr. VP of Development & CTO Â

Signatures

By: Stuart Merkadeau, Attorney-in-Fact for Benjamin N. Eldridge 02/08/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On April 21, 2004, Mr. Eldridge transferred via gift 147,070 shares of Common Stock, which he directly beneficially owned, to the living trust identified in footnote (2). The transaction and change in beneficial ownership was reported at footnote (1) to that certain Form 4 filed with the U.S. Securities Exchange Commission by Mr. Eldridge on April 30, 2004.
- (2) By the Benjamin Niles Eldridge and Carol McKenzie-Wilson Living Trust.
- (3) Not applicable.
- (4) Subsequent to April 30, 2004 and prior to the date of this report, the living trust identified in footnote (2) disposed of shares transferred by Mr. Eldridge. These transactions were previously reported on Forms 4 on file with the U.S. Securities and Exchange Commission.

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Remarks:

THEÂ CONFIRMINGÂ STATEMENTÂ GRANTINGÂ THEÂ ATTORNEY-IN-FACTÂ THEÂ AUTHORITYÂ TOÂ EX

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.