

LUDWIG MICHAEL M
 Form 3
 May 18, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LUDWIG MICHAEL M | | (Month/Day/Year) | FORMFACTOR INC [FORM] | |
| (Last) | (First) | (Middle) | 05/16/2011 | |
| 7005 SOUTHFRONT ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| LIVERMORE,Â CAÂ 94551 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP, CFO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 24,366 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|---------------|--------------|--------|----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 10/01/2015(2) | Common Stock | 8,334 | \$ 8.61 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 11/10/2017(2) | Common Stock | 40,000 | \$ 10.3 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 04/29/2018(2) | Common Stock | 75,000 | \$ 10.37 | D | Â |
| Restricted Stock Units | Â (5) | Â (2) | Common Stock | 33,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUDWIG MICHAEL M 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551 | Â | Â | Â SVP, CFO | Â |

Signatures

By: /s/ Stuart L Merkadeau, Attorney-in-Fact For: Michael M. Ludwig

05/18/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The Stock Option is granted in connection with the Issuer's October 1, 2010 Stock Option Exchange Program and pursuant to the Issuer's (1) 2002 Equity Incentive Plan. The option vests over 3 years, with 33% vesting and becoming exercisable on October 1, 2011 and the remainder vesting and becoming exercisable in equal monthly installments over the following two years.

If the reporting person's employment is terminated for any reason before an applicable Vesting Date, all options and/or restricted stock units that have not yet vested shall be forfeited without consideration, except as provided in the change of control severance agreement and any other agreements regarding award vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC. (2)

The Stock Option is granted pursuant to the Issuer's 2002 Equity Incentive Plan and vests over 3 years, with 33% vesting and becoming exercisable on November 10, 2011 and the remainder vesting and becoming exercisable in equal monthly installments over the following two years. (3)

The Stock Option is granted pursuant to the Issuer's 2002 Equity Incentive Plan and will vest and become exercisable in four equal annual installments on April 29 of each 2012, 2013, 2014 and 2015. (4)

The Restricted Stock Units vest and are exercisable in four equal annual installments on each April 29 of 2012, 2013, 2014, and 2015 (or (5) the first market trading day during an open trading window under the Issuer's insider trading policy thereafter if the applicable vesting date is not on a market trading day during an open trading window).

Â

Remarks:

Exhibit 24: Confirming Statement (Power of Attorney)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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