

Hu Chenming  
Form 4  
December 14, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**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 \*

Hu Chenming

(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)

12/10/2009

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)

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Code	V	(A) or (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am or Num of Sha
					(A)	(D)				
Non-Qualified Stock Option (right to buy)	\$ 20.53	12/10/2009	A		6,000		(1)	12/10/2016(2)	Common Stock	6,
Restricted Stock Units	\$ 0	12/10/2009	A		6,000		(3)	(4)	Common Stock	6,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hu Chenming 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551		X		

## Signatures

By: \s\Stuart L. Merkadeau, Attorney-in-Fact For:  
Chenming Hu

12/14/2009

\_\_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) The option will vest and become exercisable in 36 equal monthly installments with the vesting dates beginning on January 10, 2010 and ending on December 10, 2012.  
If the reporting person's engagement with Issuer is terminated for any reason except death or disability, all options that have not yet vested shall be forfeited without consideration, except as provided in Section 9.5 of the Plan and any other agreements regarding option vesting and exercisability between the reporting person and Issuer, which agreements or form agreements are filed with the SEC. If termination is due to death or disability the option shall become vested and exercisable as to an additional number of shares equal to the number of shares that would have vested and become exercisable during the twelve months following the date of termination.
- (3) Restricted Stock Units vest in 36 equal monthly installments with the vesting dates beginning on January 10, 2010 and ending on December 10, 2012. Settlement of vested Units into common stock will occur on the earlier of December 10, 2012 and the date the reporting person's engagement with Issuer is terminated or thereafter, on the first market trading day in an open trading window under Issuer's insider trading policy if the applicable date is not a market trading day in an open trading window.
- (4) If the reporting person's engagement with Issuer is terminated for any reason, all Restricted Stock Units that have not yet vested shall be forfeited without consideration, except as provided in Section 9.5 of the Plan 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.

### Remarks:

THE CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE AND F

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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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