

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* KHANDROS IGOR Y (Last) (First) (Middle) C/O FORMFACTOR, INC. 2140 RESEARCH DRIVE (Street) LIVERMORE, CA 94550 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FORMFACTOR INC [FORM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Director, President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 06/18/2003	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	06/17/2003		C		2,395,772	A	(1)	2,495,772	D	
Common Stock	06/17/2003		C		2,500,000	A	(1)	2,500,000	I	By spouse
Common Stock	06/17/2003		C		500,000	A	(1)	500,000	I	By The Khandros 1997 Trust I U/T/A dated March 28, 1997
Common Stock	06/17/2003		C		500,000	A	(1)	500,000	I	By The Khandros 1997 Trust II U/T/A dated March 28, 1997

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	06/17/2003		C			2,395,772	(2)	(2)	Common Stock	2,395,772	(1)	0	D	
Series A Preferred Stock	(1)	06/17/2003		C			2,500,000	(2)	(2)	Common Stock	2,500,000	(1)	0	I	By spouse
Series A Preferred Stock	(1)	06/17/2003		C			500,000	(2)	(2)	Common Stock	500,000	(1)	0	I	By The Khandros 1997 Trust I U/T/A dated March 28, 1997
Series A Preferred Stock	(1)	06/17/2003		C			500,000	(2)	(2)	Common Stock	500,000	(1)	0	I	By The Khandros 1997 Trust II U/T/A dated March 28, 1997

Explanation of Responses:

- 1. Series A Preferred Stock is convertible into Common Stock on a one-for-one basis.
- 2. Not applicable.

Remarks:

CONFIRMING STATEMENT This statement confirms that the undersigned, Dr. Igor Y. Khandros, has authorized and designated Fenwick & West LLP to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of FormFactor, Inc. The authority of Fenwick & West LLP under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in securities of FormFactor, Inc., unless earlier revoked in writing. The undersigned acknowledges that Fenwick & West LLP is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. Date: June, 2003 /s/ Dr. Igor Y. Khandros

Fenwick & West LLP, Attorney-
in-Fact, by Montu R. Bashambu 11/06/2003

** Signature of Reporting Person Date

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

* 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).

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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