

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>MATHEWS PETER B</b>			2. Issuer Name and Ticker or Trading Symbol <b>FORMFACTOR INC [ FORM ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr VP of Worldwide Sales</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/06/2006</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
7005 SOUTHFRONT ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>LIVERMORE CA 94551</b>								
(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 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 <sup>(1)</sup>	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 <sup>(1)</sup>	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	
Common Stock <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	02/06/2006		S		10,119	D	\$36.2219	2,633	D	

**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
Non-Qualified Stock Option (right to buy)	\$5.5	02/06/2006		M		2,519		09/21/2000 <sup>(2)</sup>	09/21/2010	Common Stock	2,519	\$0	10,000	D	
Non-Qualified Stock Option (right to buy)	\$5.5	02/06/2006		M		10,000		09/21/2000 <sup>(2)</sup>	09/21/2010	Common Stock	10,000	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$6.5	02/06/2006		M		19,616		10/30/2001 <sup>(2)</sup>	10/30/2011	Common Stock	19,616	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$6.5	02/06/2006		M		10,119		04/17/2002 <sup>(3)</sup>	04/17/2012	Common Stock	10,119	\$0	32,997	D	

**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				
Non-Qualified Stock Option (right to buy)	\$19.5	02/06/2006		M			12,083	08/14/2003 <sup>(4)</sup>	08/14/2013	Common Stock	12,083	\$0	33,279	D	

**Explanation of Responses:**

- Pursuant to Rule 10b5-1 Plan.
- The option, which is immediately exercisable, is fully vested.
- The option, which is immediately exercisable, vests over a one-year period in equal monthly installments, starting March 6, 2005.
- Options vest and become exercisable as to 1/48th of the total number of shares each month starting on grant date.

**Remarks:**

On January 31, 2006, Mr. Mathews acquired 847 shares from FormFactor through the 2002 Employee Stock Purchase Plan. The amount of shares beneficially owned by Mr. Mathews in Column 5 includes the acquisition of such shares. THE CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE AND FILE THIS FORM 4 HAS BEEN PREVIOUSLY FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION.

By: [Stuart L. Merkadeau](#),  
[Attorney-in-Fact For: Peter B. Mathews](#)    [02/08/2006](#)

\*\* 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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