

LUDWIG MICHAEL M  
 Form 3/A  
 July 27, 2012

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â LUDWIG MICHAEL M</p> <p>(Last) (First) (Middle)</p> <p>7005 SOUTHFRONT ROAD</p> <p>(Street)</p> <p>LIVERMORE, Â CA Â 94551</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/16/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FORMFACTOR INC [FORM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  SR VP, CFO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/18/2011</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Restricted Stock Units      Â (1)      Â (2)      Common Stock      32,250 (3)      \$ 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 SR VP, CFO	Â

## Signatures

By: /s/ Stuart L Merkadeau, Attorney-in-Fact For: Michael M. Ludwig      07/27/2012

\_\_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 original Form 3 reported vesting and exercisability for the Restricted Stock Unit (RSU) award issued to Mr. Ludwig on April 29, 2011. The form did not report vesting and exercisability for the Restricted Stock Unit (RSU) award issued to Mr. Ludwig on April 29, 2010. The correct reporting is as follows: (a) Restricted Stock Units issued April 29, 2010 vest and are exercisable in four equal annual installments on each April 29 of 2011, 2012, 2013, and 2014. (b) Restricted Stock Units issued April 29, 2011 vest and are exercisable in four equal annual installments on each April 29 of 2012, 2013, 2014, and 2015. If the applicable vest date is not on a market trading day during an open trading window the units will be released thereafter on the first market trading day during an open trading window under the Issuer's insider trading policy.
- (2) 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.
 

This amended Form 3 is being filed in conjunction with the vesting and exercisability restatement found in Footnote (1), to correct the total number of securities underlying the Restricted Stock Unit (RSU) awards issued to Mr. Ludwig. The total underlying securities were originally reported as 33,000 units. The correct number of underlying securities was 32,250 units due to an RSU release processed prior to Mr. Ludwig becoming a Section 16 reporting person. As a result of the incorrect number of securities being reported on the Form 3, the subsequent Form 4 filed on May 4, 2012 also reflected an incorrect number of securities beneficially owned following the reported transactions.
- (3)

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**Remarks:**  
 THEÂ CONFIRMINGÂ STATEMENTÂ GRANTINGÂ THEÂ ATTORNEY-IN-FACTÂ THEÂ AUTHORITYÂ TOÂ EXE

Note: File three copies of this Form, one of which must be manually signed. If space 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.