FORMFACTOR INC
Form 4/A
June 23, 2010

FORM 4

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

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 * WAGNER HARVEY A	2. Issuer Name **and** Ticker or Trading Symbol **FORMFACTOR INC [FORM]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2010	__X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
7005 SOUTHFRONT ROAD		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year) 06/02/2010	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
LIVERMORE, CA 94551		
(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	06/01/2010(1)		M		6,000 (2)	A	$ 0	12,000	D	

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 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 Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	$ 0	06/01/2010[(1)]		M		6,000		[(3)]	[(4)]	Common Stock	6,000	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER HARVEY A 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551	X			

Signatures

By: \s\ Stuart L Merkadeau, Attorney-in-Fact For: Harvey A. Wagner	06/23/2010
[**]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 transaction date has been corrected from May 31, 2010 to June 1, 2010

(2)   Represents vested shares of common stock issued pursuant to the restricted stock units granted on May 20, 2009.

(3)   Restricted Stock Units vest in 12 equal monthly installments with the vesting dates beginning June 30, 2009 and ending May 31, 2010. Settlement of vested Units into common stock will occur on the earlier of May 31, 2010 or 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)   These restricted stock units vested on May 31, 2010, were settled in shares of common stock, and were immediately cancelled upon settlement.

Remarks:
THE CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE AND FI

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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