

Morse David  
Form 4  
March 09, 2011

**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 \*  
Morse David

2. Issuer Name and Ticker or Trading Symbol  
FARO TECHNOLOGIES INC  
[FARO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

SVP, AMERICAS REGION

C/O FARO TECHNOLOGIES  
INC., 250 TECHNOLOGY PARK

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LAKE MARY, FL 32746

(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 Ownership (Instr. 4) |           |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |           |   |
| Common Stock                    | 03/07/2011                           |  | M                              |   | 8,740   | A  | \$ 24.36                          | 12,888    | D |
| Common Stock                    | 03/07/2011                           |  | S                              |   | 8,740   | D  | \$ 37 (1)                         | 4,148     | D |
| Common Stock                    | 03/08/2011                           |  | M                              |   | 1,150   | A  | \$ 22.28                          | 5,298     | D |
| Common Stock                    | 03/08/2011                           |  | S                              |   | 1,150   | D  | \$ 37                             | 4,148 (2) | D |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 24.36   | 03/07/2011                           |  | M                              | 8,740   | <u>(2)</u> 03/05/2017                                    | Common stock  | 8,740                         |
| Employee Stock Option (right to buy)       | \$ 22.28   | 03/08/2011                           |  | M                              | 1,150   | <u>(3)</u> 08/12/2015                                    | Common Stock  | 1,150                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| Morse David<br>C/O FARO TECHNOLOGIES INC.<br>250 TECHNOLOGY PARK<br>LAKE MARY, FL 32746 |               |           | SVP, AMERICAS REGION |       |

## Signatures

/s/ Keith S. Bair, as  
Attorney-in-Fact

03/09/2011

\*\*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).

Reflects the weighted average sale price. The range of prices for such transaction is \$37.00 to \$37.04. The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer.

- (1) The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) The option became vested in three equal annual installments on each of 03/05/08, 03/05/09, and 03/05/10.
- (3) The option became vested in three equal annual installments on each of 08/12/06, 08/12/07, and 08/12/08.

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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