

Morse David
Form 4
March 06, 2012

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

OMB APPROVAL

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(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)

C/O FARO TECHNOLOGIES
INC., 250 TECHNOLOGY PARK

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2012

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SVP. AMERICAS REGION

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/25/2012		<u>F⁽¹⁾</u>		102	D \$ 58.55	3,582	D	
Common Stock	03/01/2012		<u>F⁽¹⁾</u>		94	D \$ 57.01	3,488	D	
Common Stock	03/01/2012		A		1,801	A \$ 0	5,289	D	
Common Stock	03/02/2012		<u>F⁽¹⁾</u>		203	D \$ 55.2	5,086	D	
Common Stock	03/02/2012		<u>F⁽²⁾</u>		16	D \$ 55.2	5,070	D	

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Common Stock	03/04/2012	M	4,388	A	\$ 13.04	9,458	D
Common Stock	03/04/2012	M	2,870	A	\$ 24.3	12,328	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 57.01	03/01/2012		A		6,067		<u>(3)</u>	03/01/2019	Common Stock	6,067
Employee Stock Option (right to buy)	\$ 13.04	03/04/2012		M		4,388		<u>(4)</u>	03/04/2016	Common Stock	4,388
Employee Stock Option (right to buy)	\$ 24.3	03/04/2012		M		2,780		<u>(5)</u>	03/01/2017	Common Stock	2,780

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Morse David C/O FARO TECHNOLOGIES INC.	SVP. AMERICAS REGION

250 TECHNOLOGY PARK
LAKE MARY, FL 32746

Signatures

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

03/06/2012

__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) Reflects the insider's forfeiture of restricted stock units to satisfy tax withholding obligations.
- (2) Reflects the insider's forfeiture of restricted stock units for failure to meet vesting conditions.
- (3) The options vests in three equal annual installments on each of 03/01/13, 03/01/14 and 03/01/15.
- (4) The option vests in three equal annual installments on each of 03/04/10, 03/04/11 and 03/04/12.
- (5) The option vests in three equal annual installments on each of 03/01/11, 03/01/12 and 03/01/13.

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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