

COLE STEPHEN  
Form 5  
February 14, 2005

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
COLE STEPHEN

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2004

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

125 TECHNOLOGY PARK

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LAKE MARY, FL 32746

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    | 12/31/2004                           | ^  | M4                             | 4,132 A \$ (3)  | 4,132  | D  | ^                                 |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 490  | I  | Held by Wife (5)                  |

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

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SEC 2270 (9-02)

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**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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|
|   |  |                                      |  |                                | (A)   | (D)   | Date Exercisable   | Expiration Date | Title   |
| Non-employee Director Stock Option (right to buy) | \$ 2.57  | Â                                    | Â  | Â                              | Â   | Â     | 05/02/2002   | 05/02/2011      | Common Stock                                      |
| Non-employee Director Stock Option (right to buy) | \$ 2.57  | Â                                    | Â  | Â                              | Â   | Â     | 04/26/2003   | 04/26/2012      | Common Stock                                      |
| Non-employee Director Stock Option (right to buy) | \$ 4.42  | Â                                    | Â  | Â                              | Â   | Â     | 04/29/2004   | 04/29/2013      | Common Stock                                      |
| Non-employee Director Stock Option (right to buy) | \$ 21.56   | Â                                    | Â  | Â                              | Â   | Â     | 05/12/2005   | 05/12/2014      | Common Stock                                      |
| Deferred Stock Units                              | Â  | 12/31/2004                           | Â  | M4                             | Â   | 4,132 | Â (2)  | Â (2)           | Common Stock                                      |
| Deferred Stock Units                              | Â  | Â                                    | Â  | Â                              | Â   | Â     | Â (2)  | Â (2)           | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| COLE STEPHEN<br>125 TECHNOLOGY PARK<br>LAKE MARY, FL 32746 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Martin A. Traber as Attorney-In-Fact for Stephen  
Cole

02/14/2005

\_\_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) 1 for 1

Shares of phantom stock units become payable to the director pursuant to the terms and conditions of the Amended and Restated 1997

(2) Non-employee Directors' Fee Plan or upon the earliest of the date selected by the director on his/her Deferral Election Form; death; or disability.

(3) Acquired on various dates between January 1, 2002 and December 31, 2002 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$1.44 to \$2.65 per share.

(4) Acquired on January 17 & 18, 2003 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at \$2.50 per shares.

(5) Shares registered in the name of Shanklin Investments and held in trust for Stephen Cole who holds them in trust for Snow Powder Ridge Limited, a company owned by Stephen's wife, Wendy Cole.

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