

FARO TECHNOLOGIES INC
 Form 4
 May 16, 2005

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 *
RAAB SIMON

(Last) (First) (Middle)
 125 TECHNOLOGY PARK
 (Street)

LAKE MARY, FL 32746

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/12/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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, par value \$.001	05/12/2005		S		500,000	D	\$ 28.57
					1,365,598	I	(1)
Common Stock, par value \$.001	05/16/2005		J(2)(3)(5)		212,890	D	(3) (5)
					1,152,708	I	
Common Stock, par value \$.001	05/16/2005		J(2)(4)(6)		208,667	D	(4) (6)
					944,031	I	

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Common Stock, par value \$.001	183,521	I	See footnote <u>(8)</u>
Common Stock, par value \$.001	33,000	D <u>(9)</u>	

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

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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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Contract <u>(2)</u> <u>(3)</u> <u>(5)</u>	<u>(3)</u> <u>(5)</u>	05/16/2005		<u>J(2)(3)(5)</u>	250,000	<u>(3)(5)</u>	11/30/2005	Common Stock	250,000
Contract <u>(2)</u> <u>(4)</u> <u>(6)</u>	<u>(4)</u> <u>(6)</u>	05/16/2005		<u>J(2)(4)(6)</u>	250,000	<u>(4)(6)</u>	03/30/2006	Common Stock	250,000
Employee Stock Option (right to buy)	\$ 2.23					<u>(10)</u>	05/29/2012	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAAB SIMON 125 TECHNOLOGY PARK LAKE MARY, FL 32746			Chief Executive Officer	

Signatures

/s/ Martin A. Traber as Attorney-in-Fact for Simon
Raab

05/16/2005

__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) See attached exhibit.
- (2) See attached exhibit.
- (3) See attached exhibit.
- (4) See attached exhibit.
- (5) See attached exhibit.
- (6) See attached exhibit.
- (7) See attached exhibit.
- (8) See attached exhibit.
- (9) See attached exhibit.
- (10) See attached exhibit.

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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