

Arezone Joseph
Form 4
May 11, 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 *
Arezone Joseph

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)
05/09/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, ASIA PACIFIC 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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	05/09/2011		M		\$ 24.36	3,938	D
Common Stock	05/09/2011		M		\$ 31.06	7,438	D
Common Stock	05/09/2011		M		\$ 13.04	9,104	D
Common Stock	05/09/2011		M		\$ 24.3	11,043	D
Common Stock	05/09/2011		M		\$ 27.4	13,093	D

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Common Stock	05/09/2011	M	2,050	A	\$ 20.44	15,143	D
Common Stock	05/09/2011	M	4,000	A	\$ 19.34	19,143	D
Common Stock	05/09/2011	M	1,100	A	\$ 22.28	20,243	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.36	05/09/2011		M	2,500	<u>(1)</u> 03/05/2017	Common Stock	2,500	
Employee Stock Option (right to buy)	\$ 31.06	05/09/2011		M	3,500	<u>(2)</u> 03/12/2018	Common Stock	3,500	
Employee Stock Option (right to buy)	\$ 13.04	05/09/2011		M	1,666	<u>(3)</u> 03/12/2019	Common Stock	1,666	
Employee Stock Option (right to buy)	\$ 24.3	05/09/2011		M	1,939	<u>(4)</u> 03/01/2017	Common Stock	1,939	

buy)									
Employee Stock Option (right to buy)	\$ 27.4	05/09/2011	M	2,050	(5)	02/10/2014	Common Stock	2,050	
Employee Stock Option (right to buy)	\$ 20.44	05/09/2011	M	2,050	(6)	05/11/2014	Common Stock	2,050	
Employee Stock Option (right to buy)	\$ 19.34	05/09/2011	M	4,000	(7)	08/16/2014	Common Stock	4,000	
Employee Stock Option (right to buy)	\$ 22.28	05/09/2011	M	1,100	(8)	08/12/2015	Common Stock	1,100	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arezone Joseph C/O FARO TECHNOLOGIES INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746			SVP, ASIA PACIFIC REGION	

Signatures

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

05/11/2011

__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).
- (1) The option became vested in three equal annual installments on each of 03/05/08, 03/05/09 and 03/05/10.
- (2) The option became vested in three equal annual installments on each of 03/12/09, 03/12/10 and 03/12/11.
- (3) The option became vested as to 834 options on 3/12/10 and 833 options on 03/12/11. 833 options will vest on 3/12/12.
- (4) The option became vested as to 1,939 options on 03/01/11. 1940 options will vest on each of 03/01/12 and 03/01/13.
- (5) The option became vested in three equal annual installments on each of 02/10/05, 02/10/06 and 02/10/07.

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- (6) The option became vested in three equal annual installments on each of 05/11/05, 05/11/06 and 05/11/07.
- (7) The option became vested in three equal annual installments on each of 08/16/05, 08/16/06 and 08/16/07.
- (8) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.