

Arezone Joseph
Form 4
May 11, 2011

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

OMB
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(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)

C/O FARO TECHNOLOGIES
INC., 250 TECHNOLOGY PARK

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2011

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP, ASIA PACIFIC 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/09/2011		M		2,500	A \$ 24.36	3,938	D	
Common Stock	05/09/2011		M		3,500	A \$ 31.06	7,438	D	
Common Stock	05/09/2011		M		1,666	A \$ 13.04	9,104	D	
Common Stock	05/09/2011		M		1,939	A \$ 24.3	11,043	D	
Common Stock	05/09/2011		M		2,050	A \$ 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	
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	\$ 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	<u>(5)</u>	02/10/2014	Common Stock	2,050
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Employee
Stock

Option (right to buy)	\$ 20.44	05/09/2011	M	2,050	<u>(6)</u>	05/11/2014	Common Stock	2,050
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Employee
Stock

Option (right to buy)	\$ 19.34	05/09/2011	M	4,000	<u>(7)</u>	08/16/2014	Common Stock	4,000
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Employee
Stock

Option (right to buy)	\$ 22.28	05/09/2011	M	1,100	<u>(8)</u>	08/12/2015	Common Stock	1,100
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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
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__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.

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