

FARO TECHNOLOGIES INC

Form 4

February 14, 2007

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)

FARO TECHNOLOGIES INC, 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)
01/02/2007

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)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock, par value \$.001	01/02/2007		M			90,000	A	\$ 2.23	123,000	D	
Common Stock, par value \$.001									944,041	I	See footnote (1)
Common Stock, par value \$.001									183,521	I	See footnote (2)

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)	Amount or Number of Shares
					V	(A)	(D)			
Employee Stock Option	\$ 2.23	01/02/2007		M		90,000	(3) 05/29/2012	Common Stock	90,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAAB SIMON FARO TECHNOLOGIES INC 125 TECHNOLOGY PARK LAKE MARY, FL 32746	X	X		

Signatures

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

02/14/2007

**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).

- Represents shares held by Xenon Research, Inc., a corporation in which the reporting person has investment control over the shares of the
- (1) issuer owned by such corporation. The reporting person and his wife, Diana Raab, own all of the outstanding shares of Xenon Research, Inc.
 - (2) Represents shares held by a revocable trust of which the reporting person is the settler and trustee.
 - (3) The option was granted to the reporting person under the Issuer's Employee Stock Option Plan with 25% vesting immediately; and the remaining 75% vesting ratably on an annual basis in three equal installments beginning on May 29, 2003.

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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