

COLE STEPHEN
Form 4
March 17, 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 *
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. Date of Earliest Transaction
(Month/Day/Year)
03/15/2011

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

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 | | | | |
| COMMON STOCK | 03/15/2011 | | M | V | 1,000 | \$ 2.57 | 18,634 | D | |
| COMMON STOCK | 03/15/2011 | | M | V | 2,000 | \$ 2.57 | 20,634 | D | |
| COMMON STOCK | 03/15/2011 | | M | V | 3,000 | \$ 4.42 | 23,634 ⁽¹⁾ | D | |
| COMMON STOCK | | | | | | | 490 | I | See Footnote ⁽²⁾ |

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|---------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Employee Director Stock Option (right to buy) | \$ 2.57 | 03/15/2011 | | M | 1,000 | 05/02/2002 05/02/2011 | Common Stock | 1,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 2.57 | 03/15/2011 | | M | 2,000 | 04/26/2003 04/26/2012 | Common Stock | 2,000 |
| Non-Employee Director Stock Option (right to buy) | \$ 4.42 | 03/15/2011 | | M | 3,000 | 04/29/2004 04/29/2013 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COLE STEPHEN C/O FARO TECHNOLOGIES INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746 | X | | | |

Signatures

/s/ Keith Bair, as Attorney-in-Fact 03/16/2011

**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) Includes 3,956 shares subject to restricted stock units.
- (2) Held by Shanklin Investments in trust for the reporting person, who holds shares in trust from Snow Powder Ridge Limited, a company owned by the reporting person's wife.

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.