

Arezone Joseph  
Form 4  
May 11, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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                              | 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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SEC 1474  
(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<br>Stock<br>Option<br>(right to<br>buy) | \$ 27.4  | 05/09/2011 | M | 2,050 | (5) | 02/10/2014 | Common<br>Stock | 2,050 |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 20.44 | 05/09/2011 | M | 2,050 | (6) | 05/11/2014 | Common<br>Stock | 2,050 |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 19.34 | 05/09/2011 | M | 4,000 | (7) | 08/16/2014 | Common<br>Stock | 4,000 |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 22.28 | 05/09/2011 | M | 1,100 | (8) | 08/12/2015 | Common<br>Stock | 1,100 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Arezone Joseph<br>C/O FARO TECHNOLOGIES INC.<br>250 TECHNOLOGY PARK<br>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.