

FARO TECHNOLOGIES INC
 Form 4
 May 19, 2008

FORM 4

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

OMB APPROVAL

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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)
 05/16/2008

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

125 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/16/2008		M		733	A	\$ 0 7,159	D	
Common Stock	05/18/2008		M		666	A	\$ 0 7,825	D	
Common Stock							490	I	Held by Wife ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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
Non-employee Director Stock Option (right to buy)	\$ 2.57					05/02/2002 05/02/2011	Common Stock	1,000
Non-employee Director Stock Option (right to buy)	\$ 2.57					04/26/2003 04/26/2012	Common Stock	2,000
Non-employee Director Stock Option (right to buy)	\$ 4.42					04/29/2004 04/29/2013	Common Stock	3,000
Non-employee Director Stock Option (right to buy)	\$ 21.56					05/12/2005 05/12/2015	Common Stock	3,000
Restricted Common Stock	(2)	05/18/2008		M	666	(2) (2)	Common Stock	666
Restricted Common Stock	(2)					(2) (2)	Common Stock	1,466
Restricted Common Stock	(2)	05/16/2008		M	733	(2) (2)	Common Stock	1,466
Restricted Common Stock	(2)					(2) (2)	Common Stock	2,200

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

COLE STEPHEN
125 TECHNOLOGY PARK X
LAKE MARY, FL 32746

Signatures

/s/ Martin A. Traber as Attorney In Fact for Stephen
Cole

05/19/2008

__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) Shares registered in the name of Shanklin Investments and held in trust for Stephen Cole who holds them in trust for Snow Powder Ridge Limited a company owned by Stephen's wife Wendy Cole.
- (2) Restricted stock was granted pursuant to the Company's 2004 Equity Incentive Plan and vests in three annual installments beginning one year from date of grant.

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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