

FARO TECHNOLOGIES INC
 Form 4
 May 31, 2011

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 *
CALDWELL JOHN E

(Last) (First) (Middle)

**C/O FARO TECHNOLOGIES
 INC., 250 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)
05/27/2011

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)
				(A) or (D)	Price		
Common Stock	05/27/2011		M	3,000 A	\$ 1.61 21,719	D	
Common Stock	05/27/2011		M	3,000 A	\$ 4.42 24,719	D	
Common Stock	05/27/2011		M	3,000 A	\$ 21.56 27,719	D	
Common Stock	05/27/2011		S	400 D	\$ 44.5 27,319	D	

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

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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)	Amount or Number of Shares
Nonemployee Director Stock Option (right to buy)	\$ 1.61	05/27/2011		M	3,000	08/08/2003 08/08/2012	Common Stock	3,000
Nonemployee Director Stock Option (right to buy)	\$ 4.42	05/27/2011		M	3,000	04/29/2004 04/29/2013	Common Stock	3,000
Nonemployee Director Stock Option (right to buy)	\$ 21.56	05/27/2011		M	3,000	<u>(1)</u> 05/12/2014	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL JOHN E C/O FARO TECHNOLOGIES INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746	X			

Signatures

/s/ Keith Bair, under a power of attorney
05/31/2011

**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 vested in three equal annual installments on each of May 12, 2005, May 12, 2006 and May 12, 2007.

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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