

FARO TECHNOLOGIES INC

Form 4

March 05, 2014

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 *
Arezone Joseph

(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)
02/28/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, Asia Pacific Region

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock ⁽¹⁾	02/28/2014		A	139	A \$ 0 673	D	
Common Stock	03/03/2014		M	1,767	A \$ 35.9 2,440	D	
Common Stock	03/03/2014		M	505	A \$ 44.28 2,945	D	
Common Stock	03/03/2014		S	2,086	D \$ 57.07 859	D	
	03/04/2014		S	471	D \$ 57 388	D	

Common
Stock

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 57.54	02/28/2014		A		1,215		<u>(4)</u>	02/28/2021	Common Stock	1,215
Employee stock option (right to buy)	\$ 35.9	03/03/2014		M		1,767		<u>(5)</u>	02/25/2018	Common Stock	1,767
Employee stock option (right to buy)	\$ 44.28	03/03/2014		M		505		<u>(6)</u>	03/01/2020	Common Stock	505

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Arezone Joseph C/O FARO TECHNOLOGIES INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746	SVP, Asia Pacific Region

Signatures

/s/ Keith S. Bair, as
Attorney-in-Fact

03/05/2014

__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) Issued as restricted stock units, which represent the contingent right to receive an equivalent number of shares of common stock. The restricted stock units vest in three equal annual installments on each of 02/28/15, 02/28/16 and 02/28/17.
The reporting person effected multiple same-way open market sale transactions on the same day at different prices through a trade order executed by a broker-dealer. The reporting person reported on a single line all such transactions that occurred within a one dollar price range. The reporting person hereby undertakes to provide upon request by the Securities Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.
- (2)
- (3) Reflects the weighted average sale price. The range of prices for such transaction is \$57.00 to \$57.10.
- (4) The option vests in three equal annual installments on each of 02/28/15, 02/28/16 and 02/28/17.
- (5) The option vested in three equal annual installments on each of 02/25/2012, 02/25/2013 and 02/25/2014.
- (6) The option vests in three equal annual installments on each of 03/01/14, 03/01/15 and 03/01/16.

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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