

FARO TECHNOLOGIES INC

Form 4/A

October 18, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

125 TECHNOLOGY PARK

(Street)

LAKE MARY, FL 32746

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/10/2006

☐ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock	05/18/2006		M		667	A \$ 0	5,759 ⁽¹⁾	D
Common Stock							490	I
								Held by Wife ⁽²⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	(3)	05/18/2006		M		667		(3)	(3)	Common Stock	1,333
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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE STEPHEN 125 TECHNOLOGY PARK LAKE MARY, FL 32746	X			

Signatures

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

10/18/2006

__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) Previously overstated the amount directly owned by the Reporting Person by 490 shares of stock.
- (2) 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.
- (3) 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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