

FREELAND JAY  
Form 4  
April 01, 2009

**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 \*  
FREELAND JAY

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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/12/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Pres & Chief Executive Officer

LAKE MARY, FL 32746

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

(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 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)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A)    | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|---|------|---|--------|-----|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 24.35                     |                  |            |   |      |   |        |     | (1)              | 11/15/2014      | Common Stock | 50,000                     |
| Employee Stock Option (right to buy) | \$ 19.38                     |                  |            |   |      |   |        |     | (1)              | 12/05/2015      | Common Stock | 40,000                     |
| Employee Stock Option (right to buy) | \$ 24.36                     |                  |            |   |      |   |        |     | (2)              | 03/05/2017      | Common Stock | 40,000                     |
| Employee Stock Option (right to buy) | \$ 31.06                     |                  |            |   |      |   |        |     | (3)              | 03/12/2018      | Common Stock | 40,000                     |
| Employee Stock Option (right to buy) | \$ 13.04                     | 03/12/2009       |            |   | A    |   | 60,000 |     | (4)              | 03/12/2019      | Common Stock | 60,000                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| FREELAND JAY<br>125 TECHNOLOGY PARK<br>LAKE MARY, FL 32746 | X             |           | Pres & Chief Executive Officer |       |

## Signatures

/s/ Martin A. Traber as Attorney-In-Fact for Jay Freeland 03/31/2009

\_\_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 was granted to reporting person under the Issuer's 2004 Equity Incentive Plan and is fully vested.
- (2) The option was granted to reporting person under the Issuer's 2004 Equity Incentive Plan, and vests in three equal annual installments beginning on March 5, 2008.
- (3) The option was granted to reporting person under the Issuer's 2004 Equity Incentive Plan, and vests in three equal annual installments beginning on March 12, 2009.
- (4) The option was granted to reporting person under the Issuer's 2004 Equity Incentive Plan, and vests in three equal annual installments beginning on March 12, 2010.

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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