

FREELAND JAY  
Form 4  
January 12, 2012

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
01/11/2012

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

C/O FARO TECHNOLOGIES INC., 250 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	01/11/2012		M <sup>(1)</sup>		40,000 A \$ 24.36	45,040	D
Common Stock	01/11/2012		S <sup>(1)</sup>		22,962 D \$ 50.7 (2) (3)	22,078	D
Common Stock	01/11/2012		S <sup>(1)</sup>		15,092 D \$ 51.35 (2) (4)	6,986	D
Common Stock	01/11/2012		S <sup>(1)</sup>		1,946 D \$ 52.04 (2) (5)	5,040	D

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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 (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)	\$ 24.36	01/11/2012		M	40,000	<u>(6)</u> 03/05/2017	Common Stock 40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREELAND JAY C/O FARO TECHNOLOGIES INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746	X		President & CEO	

## Signatures

/s/ Keith S. Bair, as Attorney-in-Fact  
Date: 01/12/2012

\*\*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 stock option exercise and sales reported in this Form 4 were effected pursuant to the reporting person's stock trading plan (the "Trading Plan"), in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. The issuer disclosed the reporting person's adoption of the Trading Plan on a Current Report on Form 8-K filed with the SEC on June 17, 2011. The Trading Plan became effective on July 15, 2011 and will terminate on July 14, 2012, unless earlier terminated in accordance with the terms of the Trading Plan. Pursuant to the terms of the Trading Plan, the reporting person does not have any discretion or control over the timing or effectuation of sales.

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- 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 \$50.00 to \$50.99.
  - (4) Reflects the weighted average sale price. The range of prices for such transaction is \$51.00 to \$51.96.
  - (5) Reflects the weighted average sale price. The range of prices for such transaction is \$52.01 to \$52.06.
  - (6) The option vested in three equal annual installments on each of March 5, 2008, March 5, 2009, and March 5, 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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