FREELAND JAY Form 4

January 12, 2012

## 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

2. Issuer Name and Ticker or Trading

**FARO TECHNOLOGIES INC** 

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* FREELAND JAY

C/O FARO TECHNOLOGIES

LAKE MARY, FL 32746

(First)

INC., 250 TECHNOLOGY PARK

(Street)

(State)

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 01/11/2012

4. If Amendment, Date Original

Symbol

[FARO]

Filed(Month/Day/Year)

**OMB** 

Number:

Expires:

Estimated average burden hours per response...

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

\_X\_ Director 10% Owner X\_ Officer (give title \_ Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/11/2012		Code V M(1)	Amount 40,000	(A) or (D)	Price \$ 24.36	Transaction(s) (Instr. 3 and 4) 45,040	D		
Common Stock	01/11/2012		S <u>(1)</u>	22,962	D	\$ 50.7 (2) (3)	22,078	D		
Common Stock	01/11/2012		S <u>(1)</u>	15,092	D	\$ 51.35 (2) (4)	6,986	D		
Common Stock	01/11/2012		S <u>(1)</u>	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. Transactic Code (Instr. 8)	5. Number of tiorDerivative 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	4	-0,000	<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**

sales.

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

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

Reporting Owners 2

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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.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.