

Bair Keith S  
Form 4  
March 06, 2012

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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## 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 \*  
Bair Keith S

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)  
02/25/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/25/2012		F(1)	319	D	\$ 58.55	14,399	D
Common Stock	03/01/2012		F(1)	91	D	\$ 57.01	14,308	D
Common Stock	03/01/2012		A	735	A	\$ 0	15,043	D
Common Stock	03/02/2012		S	3,500	D	\$ 55.23	11,543	D
	03/02/2012		S	1,951	D	(2) (3)	9,592	D

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Common Stock						\$ 56.19 <u>(2) (4)</u>		
Common Stock	03/02/2012		S	749	D	\$ 57.28	8,843	D
Common Stock	03/02/2012		<u>F</u> <sup>(5)</sup>	76	D	\$ 55.2	8,767	D
Common Stock	03/02/2012		<u>F</u> <sup>(1)</sup>	182	D	\$ 55.2	8,585	D
Common Stock	03/05/2012		M	4,042	A	\$ 13.04	12,627	D
Common Stock	03/05/2012		M	5,386	A	\$ 24.3	18,013	D
Common Stock	03/06/2012		S	6,267	D	\$ 53.15 <u>(2) (6)</u>	11,746	D
Common Stock	03/06/2012		S	3,161	D	\$ 54.12 <u>(2) (7)</u>	8,585	D

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)	\$ 57.01	03/01/2012		A	5,572	<u>(8)</u>	03/01/2019	Common Stock	5,572
	\$ 13.04	03/05/2012		M	4,042	<u>(9)</u>	03/04/2016		4,042

Employee  
Stock  
Option  
(right to  
buy)

Common  
Stock

Employee  
Stock  
Option  
(right to  
buy)

\$ 24.3

03/05/2012

M

5,386

(10)

03/01/2017

Common  
Stock

5,386

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bair Keith S C/O FARO TECHNOLOGIES INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746			Chief Financial Officer	

## Signatures

/s/ Keith S. Bair                      03/06/2012

\*\*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) Reflects the insider's forfeiture of restricted stock units to satisfy tax withholding obligations.  
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 has 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 and 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 \$55.08-\$55.70
- (4) Reflects the weighted average sale price. The range of prices for such transaction is \$56.09-\$56.66.
- (5) Reflects the insider's forfeiture of restricted stock units for failure to meet vesting conditions.
- (6) Reflects the weighted average sale price. The range of prices for such transaction is \$53.00 - \$53.60.
- (7) Reflects the weighted average sale price. The range of prices for such transaction is \$54.00 - \$54.30.
- (8) The options vests in three equal annual installments on each of 03/01/13, 03/01/14 and 03/01/15.
- (9) The option vests in three equal annual installments on each of 03/04/10, 03/04/11 and 03/04/12.
- (10) The option vests in three equal annual installments on each of 03/01/11, 03/01/12 and 03/01/13.

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.