

Morse David
Form 4
May 31, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Morse David

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)
03/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, AMERICAS REGION

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 | 03/01/2011 | | F | 94 | D | \$ 36.1 | 4,552 ⁽¹⁾ | D |
| Common Stock | 03/04/2011 | | F | 190 | D | \$ 36.87 | 4,299 ⁽²⁾ | D |
| Common Stock | 03/12/2011 | | F | 90 | D | \$ 34.92 | 4,181 ⁽³⁾ | D |
| Common Stock | 05/26/2011 | | M | 4,370 | A | \$ 24.36 | 8,551 | D |
| Common Stock | 05/26/2011 | | M | 2,733 | A | \$ 31.06 | 11,284 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 05/26/2011 | M | 4,388 | A | \$ 13.04 | 15,672 | D |
| Common Stock | 05/27/2011 | S | 3,250 | D | \$ 44.5 | 12,422 | 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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option (right to buy) | \$ 24.36 | 05/26/2011 | | M | 4,370 | <u>(4)</u> 03/05/2017 | Common Stock | 4,370 |
| Employee Stock Option (right to buy) | \$ 31.06 | 05/26/2011 | | M | 2,733 | <u>(5)</u> 03/12/2018 | Common Stock | 2,733 |
| Employee Stock Option (right to buy) | \$ 13.04 | 05/26/2011 | | M | 4,388 | <u>(6)</u> 03/12/2009 | Common Stock | 4,388 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Morse David
C/O FARO TECHNOLOGIES INC.
250 TECHNOLOGY PARK
LAKE MARY, FL 32746

SVP, AMERICAS REGION

Signatures

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

05/31/2011

__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) Corrects an error in holdings on the reporting person's Form 4 filed on 03/07/11.
- (2) Reflects the forfeiture of 63 shares for failure to meet vesting conditions.
- (3) Reflects the forfeiture of 28 shares for failure to meet vesting conditions.
- (4) The option became vested in three equal annual installments on each of 03/05/08, 03/05/09 and 03/05/10.
- (5) The option became vested in three equal annual installments on each of 03/12/09, 03/12/10 and 03/12/11.
- (6) The option became vested as to 4,388 options on each of 03/12/10 and 03/12/11 and 4,388 options will vest on 03/12/12.

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.