

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)

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

C/O FARO TECHNOLOGIES INC., 250 TECHNOLOGY PARK

01/11/2012

President & CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

LAKE MARY, FL 32746

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 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 ⁽¹⁾ | | 40,000 A \$ 24.36 | D | |
| Common Stock | 01/11/2012 | | S ⁽¹⁾ | | 22,962 D \$ 50.7 (2) (3) | D | |
| Common Stock | 01/11/2012 | | S ⁽¹⁾ | | 15,092 D \$ 51.35 (2) (4) | D | |
| Common Stock | 01/11/2012 | | S ⁽¹⁾ | | 1,946 D \$ 52.04 (2) (5) | 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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(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) | 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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