

FARO TECHNOLOGIES INC
 Form 4
 May 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
RAAB SIMON

(Last) (First) (Middle)
 125 TECHNOLOGY PARK
 (Street)

LAKE MARY, FL 32746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**FARO TECHNOLOGIES INC
 [FARO]**

3. Date of Earliest Transaction (Month/Day/Year)
 05/12/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 | | | | | |
| Common Stock, par value \$.001 | 05/12/2005 | | S | | \$ 500,000 | D | (A) or (D) 28.57 | 1,365,598 (1) | I | See Footnote (7) |
| Common Stock, par value \$.001 | 05/16/2005 | | J(2)(3)(5) | | 212,890 | D | (3) (5) | 1,152,708 | I | See footnote (7) |
| Common Stock, par value \$.001 | 05/16/2005 | | J(2)(4)(6) | | 208,667 | D | (4) (6) | 944,031 | I | See footnote (7) |

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| | | | |
|---|---------|--------------|-------------------------------|
| Common Stock, par value \$.001 | 183,521 | I | See footnote <u>(8)</u> |
| Common Stock, par value \$.001 | 33,000 | D <u>(9)</u> | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4) | 8. Amount of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Contract <u>(2)</u> <u>(3)</u> <u>(5)</u> | <u>(3)</u> <u>(5)</u> | 05/16/2005 | | <u>J(2)(3)(5)</u> | 250,000 | <u>(3)(5)</u> 11/30/2005 | Common Stock | 250,000 | |
| Contract <u>(2)</u> <u>(4)</u> <u>(6)</u> | <u>(4)</u> <u>(6)</u> | 05/16/2005 | | <u>J(2)(4)(6)</u> | 250,000 | <u>(4)(6)</u> 03/30/2006 | Common Stock | 250,000 | |
| Employee Stock Option (right to buy) | \$ 2.23 | | | | | <u>(10)</u> 05/29/2012 | Common Stock | 90,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RAAB SIMON 125 TECHNOLOGY PARK LAKE MARY, FL 32746 | | | Chief Executive Officer | |

Signatures

/s/ Martin A. Traber as Attorney-in-Fact for Simon
Raab

05/16/2005

__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) See attached exhibit.
- (2) See attached exhibit.
- (3) See attached exhibit.
- (4) See attached exhibit.
- (5) See attached exhibit.
- (6) See attached exhibit.
- (7) See attached exhibit.
- (8) See attached exhibit.
- (9) See attached exhibit.
- (10) See attached exhibit.

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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