

Bair Keith S
 Form 4
 March 06, 2012

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

(Last) (First) (Middle)
**C/O FARO TECHNOLOGIES
 INC., 250 TECHNOLOGY PARK**
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
02/25/2012

LAKE MARY, FL 32746

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/25/2012		F(1)		319	D	\$ 58.55
Common Stock	03/01/2012		F(1)		91	D	\$ 57.01
Common Stock	03/01/2012		A		735	A	\$ 0
Common Stock	03/02/2012		S		3,500	D	\$ 55.23
	03/02/2012		S		1,951	D	(2) (3) 9,592

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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(5)</u>	76	D	\$ 55.2	8,767	D
Common Stock	03/02/2012		<u>F(1)</u>	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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(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 \$ 24.3 03/05/2012 M 5,386 (10) 03/01/2017 Common Stock 5,386
(right to
buy)

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