

FARO TECHNOLOGIES INC
 Form 4
 May 24, 2007

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

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)

FARO TECHNOLOGIES INC, 125
 TECHNOLOGY PARK

05/22/2007

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 123,000 | D | |
| Common Stock | 05/18/2007 | | G | 40,000 | D \$ 32.7 | 904,041 | I See footnote (1) |
| Common Stock | 05/22/2007 | | S | 200 | D \$ 32.6 | 183,321 | I See footnote (2) |
| Common Stock | 05/22/2007 | | S | 1,100 | D \$ 32.63 | 182,221 | I See footnote |

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| | | | | | | | | (2) |
|--------------|------------|---|--------|---|----------|---------|---|------------------|
| Common Stock | 05/22/2007 | S | 1,200 | D | \$ 32.64 | 181,021 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 15,900 | D | \$ 32.65 | 165,121 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 300 | D | \$ 32.66 | 164,821 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 1,200 | D | \$ 32.67 | 163,621 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 6,800 | D | \$ 32.68 | 156,821 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 1,488 | D | \$ 32.69 | 155,333 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 7,312 | D | \$ 32.7 | 148,021 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 8,500 | D | \$ 32.71 | 139,521 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 12,000 | D | \$ 32.75 | 127,521 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 19,816 | D | \$ 32.97 | 107,705 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 1,500 | D | \$ 32.98 | 106,205 | I | See footnote (2) |
| Common Stock | 05/22/2007 | S | 2,500 | D | \$ 33.12 | 103,705 | I | See footnote (2) |
| Common Stock | 05/23/2007 | S | 1,464 | D | \$ 32.75 | 102,241 | I | See footnote (2) |
| Common Stock | 05/23/2007 | S | 2,536 | D | \$ 32.85 | 99,705 | I | See footnote (2) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------|--------|---|------------------|
| Common Stock | 05/23/2007 | S | 2,500 | D | \$ 33 | 97,205 | I | See footnote (2) |
| Common Stock | 05/23/2007 | S | 3,684 | D | \$ 33.1 | 93,521 | I | See footnote (2) |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Restricted Common Stock | (3) | | | | | (3) | (3) | Common Stock | 2,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RAAB SIMON FARO TECHNOLOGIES INC 125 TECHNOLOGY PARK LAKE MARY, FL 32746 | X | X | | |

Signatures

/s/ Martin A. Traber as Attorney-in-Fact for Simon Raab 05/24/2007

**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).
 - Represents shares held by Xenon Research, Inc., a corporation in which the reporting person has investment control over the shares of the issuer owned by such corporation. The reporting person and his wife, Diana Raab, own all of the outstanding shares of Xenon Research, Inc.
 - (1) Represents shares held by a revocable trust of which the reporting person is the settler and trustee.
 - (2) Restricted stock was granted pursuant to the Company's 2004 Equity Incentive Plan and vests in three annual installments beginning one year from date of grant.
 - (3)

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