

Bair Keith S  
 Form 4  
 April 01, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 03/05/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

LAKE MARY, FL 32748  
 (City) (State) (Zip)

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

**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, par value \$.001	03/05/2009		M		2,466 A 7,296	D	
Common Stock, par value \$.001	03/05/2009		F		741 D 6,555	D	
Common Stock, par value \$.001	03/12/2009		M		222 A 6,777	D	
Common Stock, par	03/12/2009		F		72 D 6,705	D	

value \$.001

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	(1)	03/05/2009		M	2,466	(1)	(1)	Common Stock	4,200
Common Stock	(1)	03/12/2009		M	222	(1)	(1)	Common Stock	678
Common Stock	(1)	03/12/2009		A	2,288	(1)	(1)	Common Stock	2,288
Employee Stock Option (right to buy)	\$ 31.06					(2)	03/12/2018	Common Stock	6,600
Employee Stock Option (right to buy)	\$ 13.04	03/12/2009		A	12,126	(3)	03/12/2019	Common Stock	12,126

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bair Keith S 125 TECHNOLOGY PARK LAKE MARY, FL 32748			Chief Financial Officer	

## Signatures

/s/ Martin A. Traber as Attorney-in-Fact for Keith S.  
Bair

03/31/2009

\_\_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).  
Each restricted stock unit represents a contingent right to receive one share of FARO common stock. The restricted stock units were  
(1) granted pursuant to the Company's 2004 Equity Incentive Plan and vest in three equal annual installments beginning one year from date of grant, subject to the satisfaction of other conditions.  
(2) The option was granted to reporting person under the Issuer's 2004 Equity Incentive Plan, and vests in three equal annual installments beginning on March 12, 2009.  
(3) The option was granted to reporting person under the Issuer's 2004 Equity Incentive Plan, and vests in three equal annual installments beginning on March 12, 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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