

FREELAND JAY

Form 4

March 05, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FREELAND JAY

(Last) (First) (Middle)

**C/O FARO TECHNOLOGIES
INC., 250 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)
03/01/2013

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) **President & CEO**

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	(A) or (D)	Price
Common Stock	03/01/2013		M ⁽¹⁾		2,580	A	\$ 24.35
Common Stock	03/01/2013		S ⁽¹⁾		2,580	D	\$ 45.06
							(2) (3)

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

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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.35	03/01/2013		M	2,580	<u>(4)</u> 11/15/2014	Common Stock 2,580
Employee Stock Option (right to buy)	\$ 44.28	03/01/2013		A	9,749	<u>(5)</u> 03/01/2020	Common Stock 9,749

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

03/05/2013

__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 November 7, 2012. The Trading Plan became effective on December 20, 2012 and will terminate on December 19, 2013, 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 \$45.00 to \$45.16.
 - (4) The option vested in three equal annual installments on each of 11/15/05, 11/15/06 and 11/15/07.
 - (5) The option vests in three equal annual installments on each of 03/01/14, 03/01/15 and 03/01/16.

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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