

Townsley John
Form 4
April 01, 2009

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 *
Townsley John

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)
03/12/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior VP Human Resources

LAKE MARY, FL 32746

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)	(A) or (D)	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)
Common Stock	03/12/2009		M	1,283	A	1,283	D	
Common Stock	03/12/2009		F	339	D	944	D	

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
Common Stock	<u>(1)</u>	03/12/2009		M			1,283	<u>(1)</u>	<u>(1)</u>	Common Stock	3,71
Common Stock	<u>(1)</u>	03/12/2009		A		2,879		<u>(1)</u>	<u>(1)</u>	Common Stock	2,87
Employee Stock Option (right to buy)	\$ 33.21							<u>(2)</u>	05/14/2017	Common Stock	10,00
Employee Stock Option (right to buy)	\$ 31.06							<u>(3)</u>	03/12/2018	Common Stock	7,40
Employee Stock Option (right to buy)	\$ 13.04	03/12/2009		A		14,556		<u>(4)</u>	03/12/2019	Common Stock	14,55

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Townsley John 125 TECHNOLOGY PARK LAKE MARY, FL 32746	Senior VP Human Resources

Signatures

/s/ Martin A. Traber as Attorney-in-Fact for John Townsley

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 on shares of the Company's common stock. The restricted stock units

- (1) were 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 May 14, 2008.
- (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, 2009.
- (4) 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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