

FARO TECHNOLOGIES INC

Form 4

March 02, 2015

**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)  
**02/26/2015**

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 (1)	(A) or (D)	Price
Common Stock	02/26/2015		M		40,000 (1)	A	\$ 31.06
							45,040
Common Stock	02/26/2015		S		40,000 (1)	D	\$ 60.3313
							5,040
							(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)
Employee Stock Option (right to buy)	\$ 31.06	02/26/2015		M	40,000	<sup>(4)</sup> 03/12/2018	Common Stock 40,000

## 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

Jay W. Freeland 03/02/2015  
 \_\_Signature of Date  
 Reporting Person

## 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).

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 Trading Plan became effective (1) on November 26, 2014 and will terminate on November 25, 2015, 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.

(2) 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.

(3) Reflects the weighted average sale price. The range of prices for such transaction is \$60.00 to \$61.77.

(4) The option was granted to the reporting person under the Issuer's 2004 Equity Incentive Plan, and vested in three equal annual installments beginning on March 12, 2009.

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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