

FARO TECHNOLOGIES INC  
 Form 4  
 September 10, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**JULIEN ANDRE**

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)  
**09/08/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**125 TECHNOLOGY PARK**

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/08/2008		M	733 A \$ 0	12,612	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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
Non-employee Director Stock Option (right to buy)	\$ 4.88					04/29/2000	04/29/2009	Common Stock	3,000
Non-employee Director Stock Option (right to buy)	\$ 3.13					04/29/2001	04/29/2010	Common Stock	3,000
Non-employee Director Stock Option (right to buy)	\$ 2.57					05/02/2002	05/02/2011	Common Stock	3,000
Non-employee Director Stock Option (right to buy)	\$ 2.49					05/02/2002	05/02/2010	Common Stock	21,000
Non-employee Director Stock Option (right to buy)	\$ 2.49					05/02/2003	05/02/2012	Common Stock	3,000
Non-employee Director Stock Option (right to buy)	\$ 4.42					04/29/2004	04/29/2013	Common Stock	3,000
Non-employee Director Stock Option (right to buy)	\$ 21.56					05/12/2005	05/12/2014	Common Stock	3,000
Common Stock	(1)					(1)	(1)	Common Stock	2,200
Common Stock	(1)	09/08/2008		M	733	(1)	(1)	Common Stock	734
Common Stock	(2)					(2)	(2)	Common Stock	734

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JULIEN ANDRE 125 TECHNOLOGY PARK LAKE MARY, FL 32746		X		

## Signatures

/s/ Martin A. Traber as Attorney In Fact for Andre  
Julien

09/10/2008

\_\_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) 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.
- (2) Restricted stock was granted pursuant to the Company's 2004 Equity Incentive Plan, 506 of which vest two years from the date of grant and 734 of which vest three years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.