

FARO TECHNOLOGIES INC

Form 4/A

August 10, 2006

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)

125 TECHNOLOGY PARK

(Street)

LAKE MARY, FL 32746

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
05/20/2005

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 05/18/2005 | | M | 200 | A | ① 4,710 ② | D | |
| Common Stock | 05/18/2005 | | M | 1,263 | A | ③ 5,973 | D | |
| Common Stock | 05/18/2005 | | M | 1,609 | A | ④ 7,582 | D | |
| Common Stock | 05/18/2005 | | M | 2,193 | A | ⑤ 9,775 | D | |
| Common Stock | 05/18/2005 | | M | 3,905 | A | ⑥ 13,680 | D | |

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Common Stock 05/18/2005 M 960 A (7) 14,640 D

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

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(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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Deferred Stock Units | (8) | 05/18/2005 | | M | 200 | (9) (9) | Common Stock | 200 |
| Deferred Stock Units | (8) | 05/18/2005 | | M | 1,263 | (9) (9) | Common Stock | 1,263 |
| Deferred Stock Units | (8) | 05/18/2005 | | M | 1,609 | (9) (9) | Common Stock | 1,609 |
| Deferred Stock Units | (8) | 05/18/2005 | | M | 2,193 | (9) (9) | Common Stock | 2,193 |
| Deferred Stock Units | (8) | 05/18/2005 | | M | 3,905 | (9) (9) | Common Stock | 3,905 |
| Deferred Stock Units | (8) | 05/18/2005 | | M | 960 | (9) (9) | Common Stock | 960 |
| Common Stock | (10) | 05/18/2005 | | A | 2,000 | (10) (10) | Common Stock | 2,000 |

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

08/10/2006

__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) Acquired on various dates between September 22, 1997 and December 31, 1997 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at \$10.03 per share.
- (2) Inadvertently over reported the number of shares owned by reporting a grant of restricted stock subject to vesting, and held by the Company, which should have initially been reported as a derivative security.
- (3) Acquired on various dates between January 1, 1998 and December 31, 1998 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$3.60 to \$11.94 per share.
- (4) Acquired on various dates between January 1, 1999 and December 31, 1999 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$2.73 to \$5.95 per share.
- (5) Acquired on various dates between January 1, 2000 and December 31, 2000 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$2.93 to \$4.43 per share.
- (6) Acquired on various dates between January 1, 2001 and December 31, 2001 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$1.90 to \$2.77 per share.
- (7) Acquired on January 17 & 18, 2003 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at \$2.50 per share.
- (8) 1 for 1
Shares of phantom stock units become payable to the director pursuant to the terms and conditions of the Amended and Restated 1997 Non-employee Directors' Fee Plan or upon the earliest date of the date selected by the director on his/her Deferred Election form; death; disability; or subsequent termination of the plan. The plan was terminated on May 18, 2005.
- (10) 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.

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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