

Townsley John
Form 4
April 01, 2009

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 *
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
 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)
 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)	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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/12/2009		M		1,283 A 1 1,283	D	
Common Stock	03/12/2009		F		339 D 1 944	D	

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

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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 received 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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