

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>RAAB SIMON</u> (Last) (First) (Middle) <u>125 TECHNOLOGY PARK</u> (Street) <u>LAKE MARY FL 32746</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FARO TECHNOLOGIES INC [FARO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">President & CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price			
Common Stock, par value \$.010	05/12/2004		M		58,500	A	\$3.31	228,221	D	
Common Stock, par value \$.001	05/12/2004		M		90,000	A	\$2.23	318,221	D	
Common Stock, par value \$.001	05/12/2004		S		33,000	D	\$23.5454	285,221	D	
Common Stock, par value \$.001	05/13/2004		S		90,500	D	\$23.3926	194,721	D	
Common Stock, par value \$.001	05/14/2004		S		25,000	D	\$23.789	169,721	D	
Common Stock, par value \$.001								2,084,108	I	Note 1 ⁽¹⁾
Common Stock, par value \$.001								102,000	I	Note 2 ⁽²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$3.64	05/12/2004		M			58,500	(3)	12/09/2008	Common	58,500	\$0	0	D	
Employee Stock Option (right to buy)	\$2.23	05/12/2005		M			90,000	(4)	05/29/2012	Common	90,000	\$0	90,000	D	

Explanation of Responses:

- Represents shares held by Xenon Research, Inc., a corporation in which the reporting person has investment control over the shares of the issuer owned by such corporation. The reporting person and his wife, Diana Raab, own all of the outstanding shares of Xenon Research, Inc.
- Represents shares held by a revocable trust of which the reporting person is the settlor and trustee.
- The option was granted to reporting person under the Issuer's Employee Stock Option Plan, and vests in three equal annual installments beginning December 9, 1999.
- The option was granted to reporting person under the Issuer's Employee Stock Option Plan with 25% vesting immediately and the remaining 75% vesting ratably on an annual basis in three equal installments beginning on May 29, 2003.

/s/ Martin A. Traber, Attorney- 05/14/2004
In-Fact for Simon Raab

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.