

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 | |
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|---|--|---|
| 1. Name and Address of Reporting Person* <u>Morse David</u> (Last) (First) (Middle) <u>C/O FARO TECHNOLOGIES INC.</u> <u>250 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, AMERICAS REGION</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2011</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 03/01/2011 | | F | | 94 | D | \$36.1 | 4,552 ⁽¹⁾ | D | |
| Common Stock | 03/04/2011 | | F | | 190 | D | \$36.87 | 4,299 ⁽²⁾ | D | |
| Common Stock | 03/12/2011 | | F | | 90 | D | \$34.92 | 4,181 ⁽³⁾ | D | |
| Common Stock | 05/26/2011 | | M | | 4,370 | A | \$24.36 | 8,551 | D | |
| Common Stock | 05/26/2011 | | M | | 2,733 | A | \$31.06 | 11,284 | D | |
| Common Stock | 05/26/2011 | | M | | 4,388 | A | \$13.04 | 15,672 | D | |
| Common Stock | 05/27/2011 | | S | | 3,250 | D | \$44.5 | 12,422 | D | |

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) | \$24.36 | 05/26/2011 | | M | | | 4,370 | (4) | 03/05/2017 | Common Stock | 4,370 | \$0 | 0 | D | |
| Employee Stock Option (right to buy) | \$31.06 | 05/26/2011 | | M | | | 2,733 | (5) | 03/12/2018 | Common Stock | 2,733 | \$0 | 5,467 | D | |
| Employee Stock Option (right to buy) | \$13.04 | 05/26/2011 | | M | | | 4,388 | (6) | 03/12/2009 | Common Stock | 4,388 | \$0 | 8,776 | D | |

Explanation of Responses:

1. Corrects an error in holdings on the reporting person's Form 4 filed on 03/07/11.
2. Reflects the forfeiture of 63 shares for failure to meet vesting conditions.
3. Reflects the forfeiture of 28 shares for failure to meet vesting conditions.
4. The option became vested in three equal annual installments on each of 03/05/08, 03/05/09 and 03/05/10.
5. The option became vested in three equal annual installments on each of 03/12/09, 03/12/10 and 03/12/11.
6. The option became vested as to 4,388 options on each of 03/12/10 and 03/12/11 and 4,388 options will vest on 03/12/12.

/s/ Keith S. Bair, as Attorney-in-Fact 05/31/2011

** Signature of Reporting Person Date

* 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.