

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**ANNUAL 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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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

1. Name and Address of Reporting Person* <u>CALDWELL JOHN E</u>  (Last) (First) (Middle) <u>125 TECHNOLOGY PARK</u>  (Street) <u>TAMPA FL 33746</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 10% Owner  Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2004</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  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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2004		M4	694	A	(3)	694	D	
Common Stock	12/31/2004		M4	480	A	(4)	1,174	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)
					(A)	(D)	Date Exercisable	Expiration Date					
Non-employee Director Stock Option (right to buy)	\$1.61						08/08/2003	08/08/2012	Common Stock	3,000	3,000	D	
Non-employee Director Stock Option (right to buy)	\$4.42						04/29/2004	04/29/2013	Common Stock	3,000	3,000	D	
Non-employee Director Stock Option (right to buy)	\$21.56						05/12/2005	05/12/2014	Common Stock	3,000	3,000	D	
Deferred Share Units	(1)	12/31/2004		4M		694	(2)	(2)	Common Stock	694	(3)	0	D
Deferred Share Units	(1)	12/31/2004		4M		480	(2)	(2)	Common Stock	480	(4)	0	D

**Explanation of Responses:**

- 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 of the date selected by the director on his/her Deferral Election Form; death; or disability.
- Acquired on various dates between January 1, 2002 and December 1, 2002 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$1.44 to \$2.65 per share.
- Acquired on January 17, 2003 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at \$2.50 per share.

/s/ Martin A. Traber as  
Attorney-In-Fact for John E. Caldwell 02/14/2005

\*\* 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.

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