

**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>Hall Kathleen</u>  (Last) (First) (Middle) C/O FARO TECHNOLOGIES, INC. 250 TECHNOLOGY PARK  (Street) LAKE MARY FL 32746  (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 X Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/03/2017		A		3,301 <sup>(1)</sup>	A	\$0	6,855	D	
Common Stock	03/03/2017		A		163 <sup>(2)</sup>	A	\$0	7,018	D	
Common Stock	03/03/2017		F		53	D	\$34.55	6,965	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)	\$34.55	03/03/2017		A		23,706		(3)	03/03/2024	Common Stock	23,706	\$0	23,706	D	
Employee Stock Option (right to buy)	\$59.97	03/03/2017		A		1,671 <sup>(4)</sup>		03/03/2017	02/27/2022	Common Stock	1,671	\$0	2,940	D	

**Explanation of Responses:**

- Issued as restricted stock units, which represent the contingent right to receive an equivalent number of shares of common stock. The restricted stock units vest on March 3, 2020.
- On February 27, 2015, the reporting person was granted performance-based restricted stock units ("RSUs") representing a contingent right to receive 1,465 shares of common stock, with the number of RSUs earned to be determined based on the extent to which certain performance conditions for each of fiscal years 2015, 2016 and 2017 were met. As determined on March 3, 2017, the reporting person earned 163 RSUs based on the Company's fiscal year 2016 performance.
- The stock option vests in three equal annual installments beginning March 3, 2018.
- On February 27, 2015, the reporting person was granted performance-based stock options to purchase 15,038 shares of common stock, with the number of stock options earned to be determined based on the extent to which certain performance conditions for each of fiscal years 2015, 2016 and 2017 were met. As determined on March 3, 2017, the reporting person earned stock options to purchase 1,671 shares of common stock based on the Company's fiscal year 2016 performance.

**Remarks:**

/s/ Jody S. Gale, Attorney-in-Fact for Kathleen J. Hall (power of attorney previously filed) 03/07/2017

\*\* 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.