

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
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1. Name and Address of Reporting Person* COLE STEPHEN			2. Issuer Name and Ticker or Trading Symbol FARO TECHNOLOGIES INC [FARO]			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2004			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		
125 TECHNOLOGY PARK			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) LAKE MARY FL 33746								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.001	03/22/2004		M		3,000	A	\$2.75	27,524	I	Held by Wife ⁽¹⁾
Common Stock, par value \$.001	03/22/2004		M		3,000	A	\$2.57	30,524	I	Held by Wife ⁽¹⁾
Common Stock, par value \$.001								1,971	I	Held by Wife ⁽²⁾
Common Stock, par value \$.001								490	I	Held by Wife ⁽³⁾

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
Nonemployee Director Stock Option (right to buy)	\$2.75	03/22/2004		M		3,000		06/21/2001	06/21/2010	Common Stock	3,000	\$2.75	0	D	
Nonemployee Director Stock Option (right to buy)	\$2.57	03/22/2004		M		2,000		05/02/2002	05/02/2011	Common Stock	3,000	\$2.57	1,000	D	
Nonemployee Director Stock Option (right to buy)	\$2.57	03/22/2004		M		1,000		04/26/2003	04/26/2012	Common Stock	3,000	\$2.57	2,000	D	
Nonemployee Director Stock Option (right to buy)	\$4.42							04/29/2004	04/29/2013	Common Stock	3,000		3,000	D	
Deferred Share Units	(4)							(5)	(5)	Common Stock	4,132		4,132	D ⁽⁶⁾	
Deferred Share Units	(4)							(5)	(5)	Common Stock	960		960	D ⁽⁷⁾	

Explanation of Responses:

- Shares held in "street form" in the account of Snow Powder Ridge Limited - company owned by Stephen's wife Wendy Cole - by YMG Private Wealth Management.
- Shares registered in the name of Stephen Cole, and held in trust for Snow Powder Ridge Limited, a company owned by Stephen's Wife, Wendy Cole.
- Shares registered in the name of Shanklin Investments and held in trust for Stephen Cole who holds them in trust for Snow Powder Ridge Limited, a company owned by Stephen's wife Wendy Cole.
- 1 for 1
- Shares of phantom stock units become payable to the director upon the earliest of the date on his/her Deferral Election Form; death; or disability.
- Acquired on various dates between January 1, 2002 and December 31, 2002 pursuant to the Company's 1997 Non-Employee Director's Fee Plan at prices ranging from \$1.44 to \$2.65.
- Acquired on January 17 & 18, 2003 pursuant to the Company's 1997 Non-Employee Director's Fee Plan at \$2.50 per share.

/s/ Martin A. Traber, Attorney- 03/24/2004

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.