

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>RAAB SIMON</b>  (Last) (First) (Middle) <b>125 TECHNOLOGY PARK</b>  (Street) <b>LAKE MARY FL 32746</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>FARO TECHNOLOGIES INC [ FARO ]</b>	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) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/12/2005</b>	
	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 \$.001	05/12/2005		s		500,000	D	\$28.57	1,365,598 <sup>(1)</sup>	I	See footnote <sup>(7)</sup>
Common Stock, par value \$.001	05/16/2005		j <sup>(2)(3)(5)</sup>		212,890	D	<sup>(3)(5)</sup>	1,152,708	I	See footnote <sup>(7)</sup>
Common Stock, par value \$.001	05/16/2005		j <sup>(2)(4)(6)</sup>		208,667	D	<sup>(4)(6)</sup>	944,031	I	See footnote <sup>(7)</sup>
Common Stock, par value \$.001								183,521	I	See footnote <sup>(8)</sup>
Common Stock, par value \$.001								33,000	D <sup>(9)</sup>	

**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	Amount or Number of Shares				
Contract <sup>(2)(3)(5)</sup>	<sup>(3)(5)</sup>	05/16/2005		j <sup>(2)(3)(5)</sup>		250,000		<sup>(3)(5)</sup>	11/30/2005	Common Stock	250,000	<sup>(3)(5)</sup>	0	I	See footnote <sup>(7)</sup>
Contract <sup>(2)(4)(6)</sup>	<sup>(4)(6)</sup>	05/16/2005		j <sup>(2)(4)(6)</sup>		250,000		<sup>(4)(6)</sup>	03/30/2006	Common Stock	250,000	<sup>(4)(6)</sup>	0	I	See footnote <sup>(7)</sup>
Employee Stock Option (right to buy)	\$2.23							<sup>(10)</sup>	05/29/2012	Common Stock	90,000		90,000	D	

**Explanation of Responses:**

- See attached exhibit.
- See attached exhibit.
- See attached exhibit.
- See attached exhibit.
- See attached exhibit.
- See attached exhibit.
- See attached exhibit.
- See attached exhibit.
- See attached exhibit.
- See attached exhibit.

/s/ Martin A. Traber as Attorney-in-Fact for Simon Raab 05/16/2005

\*\* 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.

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.

## EXHIBIT 99

1. The number of shares previously reported being owned indirectly by the reporting person was understated by 31,490 shares.
2. The transactions reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by reporting person on June 10, 2004.
3. On June 10, 2004, the Reporting Person entered into a Prepaid Forward Agreement (the "Forward Agreement") relating to the forward sale of 750,000 shares of FARO common stock in three tranches. On June 30, 2004, the counterparty to the Forward Agreement sold 750,000 shares of FARO common stock into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended, at a weighted-average per share price equal to \$25.8978 (the "Floor Price"). The maturity date for the second tranche originally was November 30, 2005. The Reporting Person and the counterparty to the Forward Agreement agreed to an amended maturity date of May 16, 2005. The terms of the second tranche provide that three business days after the maturity date, the Reporting Person will deliver to the counterparty to the Forward Agreement a number of shares of FARO common stock (or, at the election of the Reporting Person, the cash equivalent of such shares) based on the following:

- (a) if the price per share of FARO common stock, determined in accordance with the terms of the tranche, on the maturity date (the "Final Price") is equal to or less than the Floor Price, the Reporting Person will deliver 250,000 shares;
- (b) if the Final Price is greater than the Floor Price but less than \$40.00 (the "Cap Price"), the Reporting Person will deliver a number of shares equal to  $\text{Floor Price} / \text{Final Price} \times 250,000$ ;
- (c) if the Final Price is equal to or greater than the Cap Price, the Reporting Person will deliver a number of shares equal to the product of (i) 250,000 x (ii) the sum of  $(\text{Floor Price} / \text{Final Price}) + (\text{Final Price} - \text{Cap Price} / \text{Final Price})$ .

In consideration of the second tranche of the Forward Agreement, the Reporting Person received \$5,273,434.53.

4. On June 10, 2004, the Reporting Person entered into a Prepaid Forward Agreement (the "Forward Agreement") relating to the forward sale of 750,000 shares of FARO common stock in three tranches. On June 30, 2004, the counterparty to the Forward Agreement sold 750,000 shares of FARO common stock into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended, at a weighted-average per share price equal to the Floor Price. The maturity date for the third tranche originally was March 30, 2006. The Reporting Person and the counterparty to the Forward Agreement agreed to an amended maturity date of May 16, 2005. The terms of the third tranche provide that three business days after the maturity date, the Reporting Person will deliver to the counterparty to the Forward Agreement a number of shares of FARO common stock (or, at the election of the Reporting Person, the cash equivalent of such shares) based on the following:

- (a) if the price per share of FARO common stock, determined in accordance with the terms of the tranche, on the maturity date (the "Final Price") is equal to or less than the Floor Price, the Reporting Person will deliver 250,000 shares;
- (b) if the Final Price is greater than the Floor Price but less than \$42.00 (the "Cap Price"), the Reporting Person will deliver a number of shares equal to  $\text{Floor Price} / \text{Final Price} \times 250,000$ ;
- (c) if the Final Price is equal to or greater than the Cap Price, the Reporting Person will deliver a number of shares equal to the product of (i) 250,000 x (ii) the sum of  $(\text{Floor Price} / \text{Final Price}) + (\text{Final Price} - \text{Cap Price} / \text{Final Price})$ .

In consideration of the third tranche of the Forward Agreement, the Reporting Person received \$5,121,937.40.

5. On the amended maturity date, the Final Price was \$28.0344. Based on the settlement ratio (making such adjustments as necessary taking into account the amended maturity date and the amended settlement price), the Reporting Person retained 37,110 shares and delivered to the counterparty to the Forward Agreement 212,890 shares of FARO common stock, and no other obligations with respect to the second tranche of the Forward Agreement exist.
6. On the amended maturity date, the Final Price was \$28.0344. Based on the settlement ratio (making such adjustments as necessary taking into account the amended maturity date and the amended settlement price), the Reporting Person retained 41,323 shares and delivered to the counterparty to the Forward Agreement 208,677 shares of FARO common stock, and no other obligations with respect to the third tranche of the Forward Agreement exist.
7. 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.
8. Represents shares held by a revocable trust of which the reporting person is the settler and trustee. The number of shares that were previously reported as being held by the trust was underreported by 81,521 shares.
9. Represents shares that are held directly by the reporting person which were previously overreported by 136,721 shares.
10. The option was granted to the 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.