

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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:	3235-0362
Estimated average burden hours per response:	1.0

1. Name and Address of Reporting Person* <u>JULIEN ANDRE</u> (Last) (First) (Middle) FARO TECHNOLOGIES INC 125 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) <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) 12/31/2003	
	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 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, par value \$.001	09/26/2003		S4	128	D	\$12.311	22,844	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	09/30/2003		S4	622	D	\$11.221	22,222	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/21/2003		S4	556	D	\$16.82	21,666	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/21/2003		S4	444	D	\$16.58	21,222	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/21/2003		S4	600	D	\$16.694	20,622	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/21/2003		S4	1,144	D	\$16.605	19,478	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/21/2003		S4	1,167	D	\$16.949	18,311	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/21/2003		S4	556	D	\$17.104	17,755	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/21/2003		S4	622	D	\$17.15	17,133	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/22/2003		S4	1,278	D	\$17.526	15,855	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/22/2003		S4	1,389	D	\$17.583	14,466	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/22/2003		S4	569	A	\$17.55	13,897	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/22/2003		S4	404	D	\$17.702	13,493	I	By Philanderer Six ⁽¹⁾

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, par value \$.001	10/22/2003		S4	360	D	\$17.75	13,133	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/22/2003		S4	689	D	\$17.48	12,444	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/23/2003		S4	517	D	\$18.041	11,927	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/23/2003		S4	278	D	\$18.1	11,649	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	10/23/2003		S4	539	D	\$18.183	11,110	I	By Philanderer Six ⁽¹⁾
Common Stock, par value \$.001	12/23/2003		S4	11,110	D	(13)	0	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	Title	Amount or Number of Shares				
Nonemployee Director Stock Option (right to buy)	\$4.88						04/29/2000	04/29/2009	Common Stock	3,000		3,000	D	
Nonemployee Director Stock Option (right to buy)	\$3.13						04/29/2000	04/29/2009	Common Stock	3,000		3,000	D	
Nonemployee Director Stock Option (right to buy)	\$2.57						05/02/2002	05/02/2011	Common Stock	3,000		3,000	D	
Nonemployee Director Stock Option (right to buy)	\$2.49						05/02/2002	05/02/2007	Common Stock	21,000		21,000	D	
Nonemployee Director Stock Option Plan (right to buy)	\$2.49	05/02/2002		A5	3,000		05/02/2003	05/02/2012	Common Stock	3,000	\$2.49	3,000	D ⁽²⁾	
Nonemployee Director Stock Option (right to buy)	\$4.42	04/29/2003		4A	3,000		04/29/2004	04/29/2013	Common Stock	3,000	\$4.42	3,000	D ⁽³⁾	
Deferred Share Units	(4)						(5)	(5)	Common Stock	200		200	D ⁽⁶⁾	
Deferred Share Units	(4)						(5)	(5)	Common Stock	1,263		1,263	D ⁽⁷⁾	
Deferred Share Units	(4)						(5)	(5)	Common Stock	1,609		1,609	D ⁽⁸⁾	
Deferred Share Units	(4)						(5)	(5)	Common Stock	2,193		2,193	D ⁽⁹⁾	
Deferred Share Units	(4)						(5)	(5)	Common Stock	3,905		3,905	D ⁽¹⁰⁾	
Deferred Share Units	(4)						(5)	(5)	Common Stock	4,510		4,510	D ⁽¹¹⁾	
Deferred Share Units	(4)	12/31/2003 ⁽¹¹⁾		A	960		(5) ⁽¹¹⁾	(5) ⁽¹¹⁾	Common Stock	960	\$2.5	960	D ⁽¹¹⁾⁽¹²⁾	

Explanation of Responses:

- Represents 22.22% of the shares owned by Philanderer Six, Inc. Mr. Julien is an executive officer, director, and a 22.22% shareholder of Philanderer Six, Inc.
- The number of options currently held by the reporting person was inadvertently under reported. The company is obligated under the 1997 Non-Employee Director Stock Option to grant options to all Non-

Employee Directors under the terms and conditions as set forth in the plan. The option vests in three equal annual installments beginning on May 2, 2003.

3. The number of options currently held by the reporting person was inadvertently under reported. The company is obligated under the 1997 Non-Employee Director Stock Option to grant options to all Non-Employee Directors under the terms and conditions as set forth in the plan. The option vests in three equal annual installments beginning on April 29, 2004.

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5. Shares of phantom stock units become payable to the director upon the earliest of the date selected by the director on his/her Deferral Election Form; death; or disability.

6. Acquired on various dates between January 1, 1997 and December 31, 1997 pursuant to the Company's 1997 Non-Employee Directors' Fee Plan at \$10.03 per share.

7. Acquired on various dates between January 1, 1998 and December 31, 1998 pursuant to the Company's 1997 Non-Employee Directors' Fee Plan at prices ranging from \$3.60 to \$11.94.

8. Acquired on various dates between January 1, 1999 and December 31, 1999 pursuant to the Company's 1997 Non-Employee Directors' Fee Plan at prices ranging from \$2.73 to \$5.95.

9. Acquired on various dates between January 1, 2000 and December 31, 2000 pursuant to the Company's 1997 Non-Employee Directors' Fee Plan at prices ranging from \$2.93 to \$4.43.

10. Acquired on various dates between January 1, 2001 and December 31, 2001 pursuant to the Company's 1997 Non-Employee Directors' Fee Plan at prices ranging from \$1.90 to \$2.77.

11. Acquired on various dates between January 1, 2002 and December 31, 2002 pursuant to the Company's 1997 Non-Employee Directors' Fee Plan at prices ranging from \$1.44 to \$2.65.

12. Acquired on January 17th and 18th pursuant to the Company's 1997 Non-Employee Directors' Fee Plan.

13. Represents 22.22% of the shares owned by Philanderer Six, Inc. Mr. Julien is an executive officer, director, and a 22.22% shareholder of Philanderer Six, Inc. On December 23, 2003 the reporting person sold his 22.22% in Philanderer Six, Inc. and received \$255,530.00 as consideration for 22.22% of the FARO shares of common stock owned by Philanderer Six, Inc.

/s/ Martin A. Traber, Attorney-
In-Fact for Andre Julien 02/17/2003

** 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.