

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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- 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>JULIEN ANDRE</u>  (Last) (First) (Middle) <u>FARO TECHNOLOGIES INC</u> <u>125 TECHNOLOGY PARK</u>  (Street) <u>LAKE MARY FL 32746</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)	

**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	4,510	A	(7)	4,510	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)	\$4.88						04/29/2000	04/29/2009	Common Stock	3,000	3,000	D	
Non-employee Director Stock Option (right to buy)	\$3.13						04/29/2000	04/29/2009	Common Stock	3,000	3,000	D	
Non-employee Director Stock Option (right to buy)	\$2.57						05/02/2002	05/02/2011	Common Stock	3,000	3,000	D	
Non-employee Director Stock Option (right to buy)	\$2.49						05/02/2002	05/02/2007	Common Stock	21,000	21,000	D	
Non-employee Director Stock Option (right to buy)	\$2.49						05/02/2003	05/02/2012	Common Stock	3,000	3,000	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				
Non-employee Director Stock Option (right to buy)	\$4.42						05/29/2004	05/29/2013	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)						(9)	(9)	Common Stock	200		200	D <sup>(2)</sup>	
Deferred Share Units	(1)						(9)	(9)	Common Stock	1,263		1,263	D <sup>(3)</sup>	
Deferred Share Units	(1)						(9)	(9)	Common Stock	1,609		1,609	D <sup>(4)</sup>	
Deferred Share Units	(1)						(9)	(9)	Common Stock	2,193		2,193	D <sup>(5)</sup>	
Deferred Share Units	(1)						(9)	(9)	Common Stock	3,905		3,905	D <sup>(6)</sup>	
Deferred Share Units	(1)	12/31/2004		4M		4,510	(9)	(9)	Common Stock	4,510	(7)	0	D	
Deferred Share Units	(1)						(9)	(9)	Common Stock	960		960	D <sup>(8)</sup>	

**Explanation of Responses:**

- 1 for 1
- Acquired on various dates between September 22, 1997 and December 31, 1997 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at \$10.03 per share.
- 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 per share.
- 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 per share.
- 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 per share.
- 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 per share.
- 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 per share.
- Acquired on January 17 & 18, 2003 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at \$2.50.
- 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.

/s/ Martin A. Traber as  
Attorney-In-Fact for Andre Julien      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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