

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>COLE STEPHEN</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/18/2006</b>	
		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

**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	05/18/2006		M		667	A	\$0	5,759 <sup>(1)</sup>	D	
Common Stock								490	I	Held by Wife <sup>(2)</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
Common Stock	(3)	05/18/2006		M			667	(3)	(3)	Common Stock	1,333	\$0	1,333	D	
Non-employee Director Stock Option (right to buy)	\$2.57							05/02/2002	05/02/2011	Common Stock	1,000		1,000	D	
Non-employee Director Stock Option (right to buy)	\$2.57							04/26/2003	04/26/2012	Common Stock	2,000		2,000	D	
Non-employee Director Stock Option (right to buy)	\$4.42							04/29/2004	04/29/2013	Common Stock	3,000		3,000	D	
Non-employee Director Stock Option (right to buy)	\$21.56							05/12/2005	05/12/2015	Common Stock	3,000		3,000	D	

**Explanation of Responses:**

- Previously overstated the amount directly owned by the Reporting Person by 490 shares of stock.
- 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.
- Restricted stock was granted pursuant to the Company's 2004 Equity Incentive Plan and vests in three annual installments beginning one year from date of grant.

/s/ Martin A. Traber as  
 Attorney in Fact for Stephen Cole 10/18/2006

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.**