## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

|  | Check this box if no longer subject to<br>Section 16. Form 4 or Form 5<br>obligations may continue. See<br>Instruction 1(b). |
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# 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           |           |  |  |  |  |  |  |  |  |
|------------------------|-----------|--|--|--|--|--|--|--|--|
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| hours per response.    | 05        |  |  |  |  |  |  |  |  |

| 1. Name and Addre     | 1 0  |       | 2. Issuer Name and Ticker or Trading Symbol<br>FARO TECHNOLOGIES INC [FARO] |                  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                                       |  |  |  |  |
|-----------------------|--|-------|---|------------------|--|---------------------------------------|--|--|--|--|
| (Last)                | FARO TECHNOLOGIES 125 TECHNOLOGY PARK (Street) |       | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/08/2006              | _ X              | Director<br>Officer (give title<br>below)                                  | 10% Owner<br>Other (specify<br>below) |  |  |  |  |
|                       |  |       | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Indi<br>Line) | vidual or Joint/Group Fili   | Filing (Check Applicable              |  |  |  |  |
| (Street)<br>LAKE MARY |  |       |   | X                | Form filed by One Re<br>Form filed by More th<br>Person                    |                                       |  |  |  |  |
| (City)                | (State)  | (Zip) | erivative Securities Acquired, Disposed of, or Bene                         | ficially         | Owned  |                                       |  |  |  |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|---|---------------|-------|---|---|---|
|                                 |  |   | Code                        | v | Amount  | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |
| Common Stock                    |  |   |                             |   |   |               |       | 4,702   | D   |   |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Num<br>of<br>Deriva<br>Securi<br>Acquir<br>(A) or<br>Dispos<br>of (D)<br>(Instr.<br>and 5) | tive<br>ties<br>red<br>sed<br>3, 4 | 6. Date Exerc<br>Expiration Da<br>(Month/Day/N | ate                | 7. Title an<br>Amount o<br>Securities<br>Underlyin<br>Derivative<br>(Instr. 3 ar | f<br>g<br>Security                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|--|---|------------------------------|---|---|------------------------------------|--|--------------------|--|--|---|--|--|--|
|  |   |  |   | Code                         | v | (A)   | (D)                                | Date<br>Exercisable                            | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Non-<br>employee<br>Director<br>Stock<br>Option<br>(right to<br>buy) | \$3.13  |  |   |                              |   |   |                                    | 04/28/2001                                     | 04/28/2010         | Common<br>Stock  | 3,000                                  |   | 3,000  | D  |  |
| Non-<br>employee<br>Director<br>Stock<br>Option<br>(right to<br>buy) | \$2.57  |  |   |                              |   |   |                                    | 05/02/2002                                     | 05/02/2011         | Common<br>Stock  | 3,000                                  |   | 3,000  | D  |  |
| Non-<br>employee<br>Director<br>Stock<br>Option<br>(right to<br>buy) | \$2.46  |  |   |                              |   |   |                                    | 05/16/2003                                     | 05/12/2012         | Common<br>Stock  | 3,000                                  |   | 3,000  | D  |  |
| Non-<br>employee<br>Director<br>Stock<br>Option<br>(right to<br>buy) | \$4.42  |  |   |                              |   |   |                                    | 04/29/2004                                     | 04/29/2013         | Common<br>Stock  | 3,000                                  |   | 3,000  | D  |  |
| Non-<br>employee<br>Director<br>Stock<br>Option<br>(right to<br>buy) | \$21.56   |  |   |                              |   |   |                                    | 05/12/2005                                     | 05/12/2014         | Common<br>Stock  | 3,000                                  |   | 3,000  | D  |  |
| Common<br>Stock  | (1)   |  |   |                              |   |   |                                    | (1)  | (1)                | Common<br>Stock  | 1,333                                  |   | 1,333  | D  |  |
| Common<br>Stock  | (1)   | 09/08/2006                                 |   | Α                            |   | 2,200   |                                    | (1)  | (1)                | Common<br>Stock  | 2,200                                  | \$ <mark>0</mark>                                   | 2,200  | D  |  |

Explanation of Responses:

1. 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.

### <u>/s/ Martin A. Traber as</u> <u>Attorney In Fact for Hubert</u> <u>d'Amours</u>

02/14/2007

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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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