

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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* <u>FRASER GREGORY A</u>			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) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP, Secretary and Treasurer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2005</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>125 TECHNOLOGY PARK</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LAKE MARY FL 32746</u>								
(City) (State) (Zip)								

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.001	11/30/2005		j <sup>(1)(2)</sup>		83,333	D	(2)	117,519	D	
Common Stock, par value \$.001								50,000	I	Held by wife

**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					
Contract <sup>(1)(2)</sup>	(2)	11/30/2005		j <sup>(2)</sup>		83,333	(2)	11/30/2005	Common Stock	83,333	(2)	0	D	
Contract <sup>(1)(3)</sup>	(3)						(3)	03/30/2006	Common Stock	83,333		83,333	D	
Employee Stock Option (right to buy)	\$2.16						(4)	05/27/2012	Common Stock	60,000		60,000	D	

**Explanation of Responses:**

- 1. See attached exhibit.
- 2. See attached exhibit.
- 3. See attached exhibit.
- 4. See attached exhibit.

/s/ Martin A. Traber as  
Attorney-in-Fact for Gregory A. 11/30/2005  
Fraser

\*\* 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 transactions reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by reporting person on June 10, 2004.
2. On June 10, 2004, the Reporting Person entered into a Prepaid Forward Agreement (the "Forward Agreement") relating to the forward sale of 250,000 shares of FARO common stock in three tranches. On June 30, 2004, the counterparty to the Forward Agreement sold 250,000 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 terms of the second tranche provide that three business days after November 30, 2005 (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 83,333 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  $\text{Floor Price}/\text{Final Price} \times 83,333$ ;
- (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) 83,333 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 \$1,757,806.14.

On the Maturity Date, the Final Price was \$19.02. Therefore, the Reporting Person delivered 83,333 shares of FARO common stock, and no other obligations with respect to the second tranche of the Forward Agreement exist.

3. On June 10, 2004, the Reporting Person entered into a Prepaid Forward Agreement (the "Forward Agreement") relating to the forward sale of 250,000 shares of FARO common stock in three tranches. On June 30, 2004, the counterparty to the Forward Agreement sold 250,000 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 terms of the third tranche provide that three business days after March 30, 2006 (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 83,333 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  $\text{Floor Price}/\text{Final Price} \times 83,333$ ;
- (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) 83,333 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 \$1,707,326.13.

4. 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 27, 2003.