

Hall Kathleen
Form 4
September 04, 2018

FORM 4

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hall Kathleen

(Last) (First) (Middle)

C/O FARO TECHNOLOGIES,
INC., 250 TECHNOLOGY PARK

(Street)

LAKE MARY, FL 32746

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FARO TECHNOLOGIES INC
[FARO]

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/31/2018		M		17,090	A	\$ 33.05 26,199
Common Stock	08/31/2018		M		974	A	\$ 34.55 27,173
Common Stock	08/31/2018		S		18,064	D	\$ 68.0377 9,109

(1)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.05	08/31/2018		M	17,090	<u>(2)</u> 03/02/2023	Common Stock 17,090
Employee Stock Option (right to buy)	\$ 34.55	08/31/2018		M	974	<u>(3)</u> 03/03/2024	Common Stock 974

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hall Kathleen C/O FARO TECHNOLOGIES, INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746	Chief Operating Officer

Signatures

/s/ Jody S. Gale, Attorney-in-Fact for Kathleen J. Hall (power of attorney previously filed) 09/04/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Represents the sale of 18,064 shares in multiple transactions ranging in price from \$68.00 to \$68.225 per share, resulting in a weighted average sale price of \$68.0377. The reporting person will provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each price within the range.

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(2) 8,545 of the options vested on each of 3/2/2017 and 3/2/2018. 8,546 of the options will vest on 3/2/2019.

(3) 7,902 of the options vested on 3/3/2018. 7,902 of the options will vest on each of 3/3/2019 and 3/3/2020.

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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