

Hall Kathleen
Form 4
March 22, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hall Kathleen

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(Street)

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

LAKE MARY, FL 32746

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/20/2018		A		2,027 <u>(1)</u>	A	\$ 0 8,992 D
Common Stock	03/20/2018		A		163 <u>(2)</u>	A	\$ 0 9,155 D
Common Stock	03/20/2018		F		46	D	\$ 61.3 9,109 D

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

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displays a currently valid OMB control number.

**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)	\$ 61.3	03/20/2018		A	15,917	(3)	03/20/2025	Common Stock	15,917
Employee Stock Option (right to buy)	\$ 59.97	03/20/2018		A	1,670 (4)	03/20/2018	02/27/2022	Common Stock	1,670

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) 03/22/2018

 **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).

(1) Issued as restricted stock units, which represent the contingent right to receive an equivalent number of shares of common stock. The restricted stock units vest on March 20, 2021.

(2)

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On February 27, 2015, the reporting person was granted performance-based restricted stock units ("RSUs") representing a contingent right to receive 1,465 shares of common stock, with the number of RSUs earned to be determined based on the extent to which certain performance conditions for each of fiscal years 2015, 2016 and 2017 were met. As determined on March 20, 2018, the reporting person earned 163 RSUs based on the Company's fiscal year 2017 performance.

- (3) The stock option vests in three equal annual installments beginning March 20, 2019.

- (4) On February 27, 2015, the reporting person was granted performance-based stock options to purchase 15,038 shares of common stock, with the number of stock options earned to be determined based on the extent to which certain performance conditions for each of fiscal years 2015, 2016 and 2017 were met. As determined on March 20, 2018, the reporting person earned stock options to purchase 1,670 shares of common stock based on the Company's fiscal year 2017 performance.

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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