Morse David Form 3 April 22, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Morse David

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

04/12/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

FARO TECHNOLOGIES INC [FARO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

SVP, AMERICAS REGION

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

PARK

(Street)

Director _X__ Officer

10% Owner

Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

LAKE MARY. FLÂ 32746

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

(I)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5) Direct (D) or Indirect

Common Stock

 $3,492^{(1)}$

(Instr. 5) D

Â

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

5. 4. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(2)	08/16/2014	Common Stock	1,334	\$ 19.34	D	Â
Employee Stock Option (right to buy)	(3)	08/12/2015	Common Stock	2,300	\$ 22.28	D	Â
Employee Stock Option (right to buy)	(4)	03/05/2017	Common Stock	13,110	\$ 24.36	D	Â
Employee Stock Option (right to buy)	(5)	03/12/2018	Common Stock	8,200	\$ 31.06	D	Â
Employee Stock Option (right to buy)	(6)	03/12/2019	Common Stock	13,164	\$ 13.04	D	Â
Employee Stock Option (right to buy)	(7)	03/01/2017	Common Stock	8,341	\$ 24.3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
Morse David C/O FARO TECHNOLOGIES, INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746	Â	Â	SVP, AMERICAS REGION	Â		

Signatures

/s/ Keith Bair, under a power of attorney 04/22/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 2,995 restricted stock units that remain subject to vesting conditions.
- (2) The option became vested in three equal annual installments on each of 08/16/05, 08/16/06, and 08/15/07.
- (3) The option became vested in three equal annual installments on each of 08/12/06, 08/12/07, and 08/12/08.
- (4) The option became vested in three equal annual installments on each of 03/05/08, 03/05/09 and 03/05/10.
- (5) The option vested as to 2,733 options on each of 3/12/09 and 3/12/10; 2,734 options will vest on 03/12/11.
- (6) The option vested as to 4,388 options on 3/12/10; 4,388 options will vest on each of 3/12/11 and 3/12/12.
- (7) The option vests in three equal annual installments beginning on 03/01/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2