FARO TECHNOLOGIES INC

Form 4/A August 10, 2006

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

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

See Instruction 1(b).

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obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * JULIEN ANDRE

2. Issuer Name and Ticker or Trading

Symbol

FARO TECHNOLOGIES INC [FARO]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

125 TECHNOLOGY PARK 05/18/2005

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year) 05/20/2005

LAKE MARY, FL 32746

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

_X__ Director 10% Owner _ Other (specify Officer (give title 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

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any			ities d (A) o d of (E))	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(A) or		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common Stock	05/18/2005		M	200	A	(<u>1</u>)	4,710 (2)	D			
Common Stock	05/18/2005		M	1,263	A	(3)	5,973	D			
Common Stock	05/18/2005		M	1,609	A	<u>(4)</u>	7,582	D			
Common Stock	05/18/2005		M	2,193	A	<u>(5)</u>	9,775	D			
Common Stock	05/18/2005		M	3,905	A	<u>(6)</u>	13,680	D			

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Common Stock 05/18/2005 M 960 A (7) 14,640 D

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

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SEC 1474 (9-02)

$\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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
Deferred Stock Units	<u>(8)</u>	05/18/2005		M		200	<u>(9)</u>	<u>(9)</u>	Common Stock	200
Deferred Stock Units	<u>(8)</u>	05/18/2005		M		1,263	<u>(9)</u>	<u>(9)</u>	Common Stock	1,263
Deferred Stock Units	(8)	05/18/2005		M		1,609	<u>(9)</u>	<u>(9)</u>	Common Stock	1,609
Deferred Stock Units	(8)	05/18/2005		M		2,193	<u>(9)</u>	<u>(9)</u>	Common Stock	2,193
Deferred Stock Units	(8)	05/18/2005		M		3,905	<u>(9)</u>	<u>(9)</u>	Common Stock	3,905
Deferred Stock Units	<u>(8)</u>	05/18/2005		M		960	<u>(9)</u>	<u>(9)</u>	Common Stock	960
Common Stock	(10)	05/18/2005		A	2,000		(10)	(10)	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JULIEN ANDRE
125 TECHNOLOGY PARK X
LAKE MARY, FL 32746

Signatures

/s/ Martin A. Traber as Attorney In Fact for Andre Julien

08/10/2006

**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) Acquired on various dates between September 22, 1997 and December 31, 1997 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at \$10.03 per share.
- (2) Inadvertently over reported the number of shares owned by reporting a grant of restricted stock subject to vesting, and held by the Company, which should have initially been reported as a derivative security.
- (3) Acquired on various dates between January 1, 1998 and December 31, 1998 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$3.60 to \$11.94 per share.
- (4) Acquired on various dates between January 1, 1999 and December 31, 1999 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$2.73 to \$5.95 per share.
- (5) Acquired on various dates between January 1, 2000 and December 31, 2000 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$2.93 to \$4.43 per share.
- (6) Acquired on various dates between January 1, 2001 and December 31, 2001 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$1.90 to \$2.77 per share.
- (7) Acquired on January 17 & 18, 2003 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at \$2.50 per share.
- (8) 1 for 1
 - Shares of phantom stock units become payable to the director pursuant to the terms and conditions of the Amended and Restated 1997
- (9) Non-employee Directors' Fee Plan or upon the earliest date of the date selected by the director on his/her Deferred Election form; death; disability; or subsequent termination of the plan. The plan was terminated on May 18, 2005.
- (10) 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.

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.

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