

FARO TECHNOLOGIES INC
 Form 5
 February 14, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 CALDWELL JOHN E
 (Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
 (check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

125 TECHNOLOGY PARK
 (Street)

TAMPA, FL 33746
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | 12/31/2004 | Â | M4 | 694 A \$ (3) 694 | 694 | D | Â |
| Common Stock | 12/31/2004 | Â | M4 | 480 A \$ (4) 1,174 | 1,174 | D | Â |

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

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SEC 2270 (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 Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-employee Director Stock Option (right to buy) | \$ 1.61 | Â | Â | Â | Â | Â | 08/08/2003 | 08/08/2012 | Common Stock | 3, |
| Non-employee Director Stock Option (right to buy) | \$ 4.42 | Â | Â | Â | Â | Â | 04/29/2004 | 04/29/2013 | Common Stock | 3, |
| Non-employee Director Stock Option (right to buy) | \$ 21.56 | Â | Â | Â | Â | Â | 05/12/2005 | 05/12/2014 | Common Stock | 3, |
| Deferred Share Units | Â | 12/31/2004 | Â | M4 | Â | 694 | Â (2) | Â (2) | Common Stock | 6 |
| Deferred Share Units | Â | 12/31/2004 | Â | M4 | Â | 480 | Â (2) | Â (2) | Common Stock | 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CALDWELL JOHN E 125 TECHNOLOGY PARK TAMPA, FL 33746 | Â X | Â | Â | Â |

Signatures

/s/ Martin A. Traber as Attorney-In-Fact for John E. Caldwell

02/14/2005

__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) 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

(2) Non-employee Directors' Fee Plan or upon the earliest of the date selected by the director on his/her Deferral Election Form; death; or disability.

(3) Acquired on various dates between January 1, 2002 and December 1, 2002 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at prices ranging from \$1.44 to \$2.65 per share.

(4) Acquired on January 17, 2003 pursuant to the Company's 1997 Non-employee Directors' Fee Plan at \$2.50 per share.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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