

Hall Kathleen
Form 4
August 15, 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2018

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

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

(Street)

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

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 08/13/2018 | | M | | 5,921 | A | \$ 38.57 15,030 D |
| Common Stock | 08/13/2018 | | S | | 5,921 | D | \$ 67.5356 9,109 D (1) |
| Common Stock | 08/14/2018 | | M | | 19,948 | A | \$ 38.57 29,057 D |
| Common Stock | 08/14/2018 | | S | | 19,948 | D | \$ 67.5051 9,109 D (2) |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|-------|---|
| Common Stock | 08/15/2018 | M | 383 | A | \$ 38.57 | 9,492 | D |
| Common Stock | 08/15/2018 | S | 383 | D | \$ 66.4 | 9,109 | D |

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

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(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 38.57 | 08/13/2018 | | M | 5,921 | <u>(3)</u> 07/15/2020 | Common Stock | 5,921 | |
| Employee Stock Option (right to buy) | \$ 38.57 | 08/14/2018 | | M | 19,948 | <u>(3)</u> 07/15/2020 | Common Stock | 19,948 | |
| Employee Stock Option (right to buy) | \$ 38.57 | 08/15/2018 | | M | 383 | <u>(3)</u> 07/15/2020 | Common Stock | 383 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hall Kathleen C/O FARO TECHNOLOGIES, INC. | | | Chief Operating Officer | |

250 TECHNOLOGY PARK
LAKE MARY, FL 32746

Signatures

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

08/15/2018

__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 5,921 shares in multiple transactions ranging in price from \$67.50 to \$67.80 per share, resulting in a weighted average sale price of \$67.5356. 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.
 - Represents the sale of 19,948 shares in multiple transactions ranging in price from \$67.50 to \$67.55 per share, resulting in a weighted average sale price of \$67.5051. 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.
 - (3) The options vested in three equal installments on 7/15/14, 7/15/15 and 7/15/16.

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.