

FARO TECHNOLOGIES INC
 Form 5
 February 14, 2005

FORM 5

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

OMB APPROVAL

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 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

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

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

125 TECHNOLOGY PARK

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TAMPA, FL 33746

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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	^	M4	694 A \$ (3) 694	694	D	^
Common Stock	12/31/2004	^	M4	480 A \$ (4) 1,174	1,174	D	^

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	^	^	^	^	^	08/08/2003	08/08/2012	Common Stock	3,
Non-employee Director Stock Option (right to buy)	\$ 4.42	^	^	^	^	^	04/29/2004	04/29/2013	Common Stock	3,
Non-employee Director Stock Option (right to buy)	\$ 21.56	^	^	^	^	^	05/12/2005	05/12/2014	Common Stock	3,
Deferred Share Units	^	12/31/2004	^	M4	^	694	^ (2)	^ (2)	Common Stock	6
Deferred Share Units	^	12/31/2004	^	M4	^	480	^ (2)	^ (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	^ X	^	^	^

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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