

Gale Jody Storm
Form 4
August 02, 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 *
Gale Jody Storm

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)
07/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP/General Counsel/Secretary

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 07/31/2018 | | M | | | 8,500 | A | \$ 49.6 | 15,089 | D | |
| Common Stock | 07/31/2018 | | S | | | 8,500 | D | \$ 65.2748 (1) | 6,589 | D | |
| Common Stock | 08/01/2018 | | M | | | 5,097 | A | \$ 49.6 | 11,686 | D | |
| Common Stock | 08/01/2018 | | M | | | 3,554 | A | \$ 59.97 | 15,240 | D | |
| | 08/01/2018 | | M | | | 5,167 | A | \$ 34.55 | 20,407 | D | |

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Common
Stock

| | | | | | | | | |
|-----------------|------------|--|---|--------|---|---------------|-------|---|
| Common Stock | 08/01/2018 | | S | 13,818 | D | \$ 65.0536 | 6,589 | D |
| | | | | | | <u>(2)</u> | | |

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

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SEC 1474
(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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 49.6 | 07/31/2018 | | M | 8,500 | <u>(3)</u> 02/03/2021 | Common Stock | 8,500 |
| Employee Stock Option (right to buy) | \$ 49.6 | 08/01/2018 | | M | 5,097 | <u>(3)</u> 02/03/2021 | Common Stock | 5,097 |
| Employee Stock Option (right to buy) | \$ 59.97 | 08/01/2018 | | M | 3,554 | <u>(4)</u> 02/27/2022 | Common Stock | 3,554 |
| Employee Stock Option (right to buy) | \$ 34.55 | 08/01/2018 | | M | 5,167 | <u>(5)</u> 03/03/2024 | Common Stock | 5,167 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gale Jody Storm C/O FARO TECHNOLOGIES, INC. 250 TECHNOLOGY PARK LAKE MARY, FL 32746 | | | SVP/General Counsel/Secretary | |

Signatures

/s/ Jody Storm
Gale

08/02/2018

**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).

(1) Represents the sale of 8,500 shares in multiple transactions ranging in price from \$65.00 to \$65.55 per share, resulting in a weighted average sale price of \$65.2748. 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.

(2) Represents the sale of 13,818 shares in multiple transactions ranging in price from \$65.00 to \$65.30 per share, resulting in a weighted average sale price of \$65.0536. 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) These stock options vested in three equal annual installments beginning on February 3, 2015.

(4) On February 27, 2015, the reporting person was granted performance-based stock options to purchase 12,803 shares of common stock, with the number of stock options earned to be determined based on the extent to which certain performance conditions for each of fiscal years 2015, 2016 and 2017 were met. As determined on each of February 11, 2016, March 3, 2017 and March 20, 2018, the reporting person earned stock options to purchase 1,066, 1,423 and 1,067 shares of common stock, respectively, based on the Company's fiscal year 2015, 2016 and 2017 performance, which stock options vested as of the respective determination date.

(5) 5,167 stock options vested on March 3, 2018, and the remaining 10,335 stock options are scheduled to vest in equal installments on March 3, 2019 and March 3, 2020.

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

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