

COGNEX CORP
Form 4
January 31, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SHILLMAN ROBERT J

(Last) (First) (Middle)

COGNEX CORPORATION, ONE VISION DRIVE

(Street)

NATICK, MA 01760

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COGNEX CORP [CGNX]

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2005

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)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	05/23/2005		S	3,000	D \$ 26.05	62,000	I by Trust
Common Stock ⁽¹⁾	05/24/2005		S	17,000	D \$ 26.05	45,000	I by Trust
Common Stock ⁽¹⁾	05/31/2005		S	17,000	D \$ 26.05	28,000	I by Trust
Common Stock ⁽¹⁾	06/02/2005		S	2,500	D \$ 26.06	25,500	I by Trust
Common Stock ⁽¹⁾	06/06/2005		S	25,500	D \$ 26.05	0	I by Trust

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Common
Stock ⁽¹⁾

3,535,506 D

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

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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)	Amount of Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable		
Non-Qualified Stock Option (right to buy)	\$ 21.66	01/29/2007		A		42,500		01/29/2008 01/29/2017	Common Stock	42,500
Non-Qualified Stock Option (right to buy)	\$ 18.125							04/27/2005 12/21/2015	Common Stock	60,000
Non-Qualified Stock Option (right to buy)	\$ 21.195							01/01/2004 04/02/2013	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 21.74							01/01/2003 02/11/2012	Common Stock	24,000
Non-Qualified Stock Option (right to buy)	\$ 22.685							04/01/2002 03/13/2011	Common Stock	2,000
Non-Qualified Stock Option (right to buy)	\$ 24.66							01/01/2002 06/25/2011	Common Stock	39,000
Non-Qualified Stock Option (right to buy)	\$ 25.02							01/01/2006 01/10/2015	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 28.954							04/27/2002 04/27/2009	Common Stock	62,000

Non-Qualified Stock Option (right to buy)	\$ 29.35	07/22/2005	07/22/2014	Common Stock	5
Non-Qualified Stock Option (right to buy)	\$ 29.38	<u>(2)</u>	01/30/2016	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 30.813	04/27/2004	12/14/2014	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 31.94	01/01/2005	02/25/2014	Common Stock	11

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHILLMAN ROBERT J COGNEX CORPORATION ONE VISION DRIVE NATICK, MA 01760	X		CEO	

Signatures

Robert J
Shillman 01/31/2007

__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) 700 Shares held by Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares. 7,000 Shares held by Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares.

(2) This option vests in four equal annual installments commencing on January 1, 2007.

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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