

COGNEX CORP
Form 4
January 31, 2007

FORM 4

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

OMB APPROVAL

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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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 21.66	01/29/2007		A	42,500		01/29/2008	01/29/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.125						04/27/2005	12/21/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.195						01/01/2004	04/02/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.74						01/01/2003	02/11/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.685						04/01/2002	03/13/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.66						01/01/2002	06/25/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.02						01/01/2006	01/10/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.954						04/27/2002	04/27/2009	Common Stock

