

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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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 *
HOFFMASTER JAMES

(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)
01/29/2007

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)

President and COO

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 21.195								01/01/2004	04/02/2013	Common Stock	18
Non-Qualified Stock Option (right to buy)	\$ 21.66	01/29/2007	A	49,500					01/29/2008	01/29/2017	Common Stock	49
Non-Qualified Stock Option (right to buy)	\$ 21.74								01/01/2003	02/11/2012	Common Stock	4,
Non-Qualified Stock Option (right to buy)	\$ 24.66								06/25/2002	06/25/2011	Common Stock	95
Non-Qualified Stock Option (right to buy)	\$ 24.66								06/25/2006	06/25/2016	Common Stock	53
Non-Qualified Stock Option (right to buy)	\$ 25.02								01/01/2006	01/10/2015	Common Stock	48
Non-Qualified Stock Option (right to buy)	\$ 29.38								01/01/2007	01/30/2016	Common Stock	55
Non-Qualified Stock Option (right to buy)	\$ 31.94								01/01/2005	02/25/2014	Common Stock	41

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOFFMASTER JAMES COGNEX CORPORATION ONE VISION DRIVE NATICK, MA 01760			President and COO	

Signatures

/s/ James F.
Hoffmaster

01/31/2006

__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) Since the date of the reporting person's last ownership report, he transferred stock options to purchase 172,928 shares of CGNX common stock to his ex-wife pursuant to a domestic relations order.

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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