

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 Beneficial 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 | 40,000 |
| 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 | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 24.66 | | | | | | 01/01/2002 | 06/25/2011 | Common Stock | 35,000 |
| 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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