

COGNEX CORP

Form 4

February 20, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FISHMAN JERALD

(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)
02/19/2008

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)

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)
			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 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	Amount or Number of Shares	
Non-Qualified Stock Option (right to buy)	\$ 18.7	02/19/2008	A		7,500		02/19/2009	02/19/2018	Common Stock	7,500	
Non-Qualified Stock Option (right to buy)	\$ 18.7	02/19/2008	A		6,750		02/19/2010	02/19/2018	Common Stock	6,750	
Non-Qualified Stock Option (right to buy)	\$ 16						01/26/1999	01/26/2008	Common Stock	8,000	
Non-Qualified Stock Option (right to buy)	\$ 16						01/26/2004	03/02/2008	Common Stock	15,000	
Non-Qualified Stock Option (right to buy)	\$ 21.195						01/01/2004	04/02/2013	Common Stock	10,000	
Non-Qualified Stock Option (right to buy)	\$ 21.66						01/29/2008	01/29/2017	Common Stock	7,500	
Non-Qualified Stock Option (right to buy)	\$ 25.02						01/01/2006	01/10/2015	Common Stock	7,500	
Non-Qualified Stock Option (right to buy)	\$ 25.595						12/31/2001	01/22/2011	Common Stock	6,000	
Non-Qualified Stock Option (right to buy)	\$ 29.38						<u>(1)</u>	01/30/2016	Common Stock	7,500	
Non-Qualified Stock Option (right to buy)	\$ 31.94						01/01/2005	02/25/2014	Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FISHMAN JERALD
COGNEX CORPORATION
ONE VISION DRIVE
NATICK, MA 01760

X

Signatures

Jerald Fishman

02/20/2008

 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) 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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