

COGNEX CORP
Form 4
January 31, 2007

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 *
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)
			Code	V	Amount	(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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(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 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
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	62,500
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	62,500

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	(2)	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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