

COGNEX CORP
Form 4
December 01, 2005

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)
12/01/2005

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)
President & 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)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	12/01/2005		S	65,000 D \$ 31.2148	3,535,506	D	
Common Stock					65,000	I	by Trust

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
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 41,250
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 2,250
Non-Qualified Stock Option (right to buy)	\$ 24.66					01/01/2002 06/25/2011	Common Stock 39,200
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 62,400
Non-Qualified Stock Option (right to buy)	\$ 29.35					07/22/2005 07/22/2014	Common Stock 5,000
Non-Qualified Stock Option (right to buy)	\$ 30.813					04/27/2004 12/14/2014	Common Stock 35,000
Non-Qualified Stock Option (right to buy)	\$ 31.94					01/01/2005 02/25/2014	Common Stock 115,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHILLMAN ROBERT J COGNEX CORPORATION ONE VISION DRIVE NATICK, MA 01760	X	X	President & CEO	

Signatures

Robert J Shillman	12/01/2005
**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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.