

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 *
MORIN RICHARD

(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)
Sr. VP F&A, CFO

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)
Common Stock				(A) or (D) Price	2,982	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)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 21.66	01/29/2007		A	31,500	01/29/2008	01/29/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.125					04/27/2005	12/21/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.195					01/01/2004	04/02/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.74					01/01/2003	02/11/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.035					01/21/2003	01/21/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.02					01/01/2006	01/10/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.188					02/23/2000	02/23/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.38					01/30/2007 ⁽¹⁾	01/30/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.813					04/27/2005	12/14/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.94					01/01/2005	02/25/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

MORIN RICHARD
COGNEX CORPORATION
ONE VISION DRIVE
NATICK, MA 01760

Sr. VP F&A, CFO

Signatures

Richard A
Morin 01/31/2007

 **Signature of Date
Reporting Person

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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