

COGNEX CORP
Form 4
January 31, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
HOFFMASTER JAMES

(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)
President and COO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | 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 of 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 | Am or Num of S |
|---|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 21.195 | | | | | | | | 01/01/2004 | 04/02/2013 | Common Stock | 18 |
| Non-Qualified Stock Option (right to buy) | \$ 21.66 | 01/29/2007 | A | 49,500 | | | | | 01/29/2008 | 01/29/2017 | Common Stock | 49 |
| Non-Qualified Stock Option (right to buy) | \$ 21.74 | | | | | | | | 01/01/2003 | 02/11/2012 | Common Stock | 4, |
| Non-Qualified Stock Option (right to buy) | \$ 24.66 | | | | | | | | 06/25/2002 | 06/25/2011 | Common Stock | 95 |
| Non-Qualified Stock Option (right to buy) | \$ 24.66 | | | | | | | | 06/25/2006 | 06/25/2016 | Common Stock | 53 |
| Non-Qualified Stock Option (right to buy) | \$ 25.02 | | | | | | | | 01/01/2006 | 01/10/2015 | Common Stock | 48 |
| Non-Qualified Stock Option (right to buy) | \$ 29.38 | | | | | | | | 01/01/2007 | 01/30/2016 | Common Stock | 55 |
| Non-Qualified Stock Option (right to buy) | \$ 31.94 | | | | | | | | 01/01/2005 | 02/25/2014 | Common Stock | 41 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOFFMASTER JAMES COGNEX CORPORATION ONE VISION DRIVE NATICK, MA 01760 | | | President and COO | |

Signatures

/s/ James F.
Hoffmaster

01/31/2006

__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) Since the date of the reporting person's last ownership report, he transferred stock options to purchase 172,928 shares of CGNX common stock to his ex-wife pursuant to a domestic relations order.

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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