

COGNEX CORP
Form 4
February 20, 2008

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 *
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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	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 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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