COGNEX CORP
Form 4
December 17, 2009

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUN ANTHONY

(Last) (First) (Middle)

C/O VENROCK, 3340 HILLVIEW AVENUE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COGNEX CORP [CGNX]

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			

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	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 Securities (Instr. 3 and 4)

(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
Stock Option (right to buy)	$ 25.595	12/15/2009	D			10,000	12/31/2004	01/22/2016	Common Stock	10,000
Stock Option (right to buy)	$ 31.94	12/15/2009	D			7,500	(2)	02/25/2014	Common Stock	7,500
Stock Option (right to buy)	$ 25.02	12/15/2009	D			7,500	(4)	01/10/2015	Common Stock	7,500
Stock Option (right to buy)	$ 29.38	12/15/2009	D			7,500	(6)	01/30/2016	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUN ANTHONY C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304	X			

Signatures

/s/ Anthony Sun	12/17/2009
**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) On December 15, 2009, the Issuer cancelled, pursuant to the Issuer's offer to purchase certain outstanding stock options for cash, a stock option granted to Mr. Sun on January 22, 2001. Mr. Sun received $31,700 as consideration for the cancellation.

(2) The option vested in four equal annual installments beginning on January 1, 2005.

(3)

On December 15, 2009, the Issuer cancelled, pursuant to the Issuer's offer to purchase certain outstanding stock options for cash, a stock option granted to Mr. Sun on February 25, 2004. Mr. Sun received $14,175 as consideration for the cancellation.

(4) The option vested in four equal annual installments beginning on January 1, 2006.

(5) On December 15, 2009, the Issuer cancelled, pursuant to the Issuer's offer to purchase certain outstanding stock options for cash, a stock option granted to Mr. Sun on January 10, 2005. Mr. Sun received $20,925 as consideration for the cancellation.

(6) The option vests in four equal annual installments beginning on January 1, 2007.

(7) On December 15, 2009, the Issuer cancelled, pursuant to the Issuer's offer to purchase certain outstanding stock options for cash, a stock option granted to Mr. Sun on January 30, 2006. Mr. Sun received $13,875 as consideration for the cancellation.

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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