#### Edgar Filing: COGNEX CORP - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	EMENT OF CH ursuant to Sectio 7(a) of the Public	CURITIES AND EXCHANGI Washington, D.C. 20549 ANGES IN BENEFICIAL O SECURITIES n 16(a) of the Securities Excha c Utility Holding Company Act e Investment Company Act of	WNERSHIP OF unge Act of 1934, t of 1935 or Section	OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5			
(Print or Type Responses) 1. Name and Address of Reporti SHILLMAN ROBERT J	Symb	ssuer Name <b>and</b> Ticker or Trading ol GNEX CORP [CGNX]	Issuer	Reporting Person(s) to k all applicable)			
(Last) (First) COGNEX CORPORATION VISION DRIVE	(Month/Day/Year) COGNEX CORPORATION, ONE 01/30/2006			X Director 10% Owner X Officer (give title Other (specify below) below) CEO			
(Street) NATICK, MA 01760		Amendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State)	(Zip)	<b>Fable I - Non-Derivative Securities</b>		, or Beneficially Owned			
1.Title of Security (Instr. 3)2. Transaction Da (Month/Day/Year)		3.4. SecuritiesifTransactionAcquired (A) orCodeDisposed of (D)	5. Amount of 6 Securities F Beneficially (1 Owned (1 Following (1 Reported Transaction(s) (Instr. 3 and 4)	. Ownership 7. Nature of orm: Direct Indirect D) or Indirect Beneficial			
Reminder: Report on a separate l	ine for each class of	information con required to resp	or indirectly. spond to the collec tained in this form a ond unless the form ently valid OMB con	n (9-02)			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code '	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 29.38	01/30/2006		А	47,500		(1)	01/30/2016	Common Stock	47,5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
SHILLMAN ROBERT J COGNEX CORPORATION ONE VISION DRIVE NATICK, MA 01760	Х		CEO			
Signaturaa						

### Signatures

Robert J	
Shillman	01/31/2006
<u>**</u> 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) 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. 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.