

Testa Justin
Form 4
May 09, 2008

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

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 *
Testa Justin

(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)
12/14/1993

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)
EVP, MVSD

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		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
Common Stock	06/07/1999		M		12,000	A	\$ 7.5	12,000	D	
Common Stock	06/07/1999		S		12,000	D	\$ 29.75	0	D	
Common Stock	06/02/2000		M		2,500	A	\$ 7.5	2,500	D	
Common Stock	06/02/2000		S		2,500	D	\$ 59.75	0	D	
Common Stock	07/29/2003		M		20,000	A	\$ 7.5	20,000	D	

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Common Stock	07/29/2003	S	20,000	D	\$ 28.0019	0	D
Common Stock	03/01/2004	M	4,500	A	\$ 21.74	4,500	D
Common Stock	03/01/2004	S	4,500	D	\$ 33.5	0	D
Common Stock	03/01/2004	M	13,000	A	\$ 30.813	13,000	D
Common Stock	03/01/2004	S	13,000	D	\$ 33.5	0	D
Common Stock	07/22/2005	M	8,500	A	\$ 21.74	8,500	D
Common Stock	07/22/2005	S	8,500	D	\$ 32.2208	0	D
Common Stock	07/22/2005	M	7,500	A	\$ 28.67	7,500	D
Common Stock	07/22/2005	S	7,500	D	\$ 32.2208	0	D
Common Stock	05/07/2008	M	8,500	A	\$ 7.5	8,500	D
Common Stock	05/07/2008	S	8,500	D	\$ 25.7537	0	D

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 (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 (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Non-Qualified Stock Option (right to buy)	\$ 7.5	12/14/1993		A		60,000	04/05/1999	12/14/2008	Common Stock
	\$ 7.5	06/07/1999		M		12,000	04/05/1999	12/14/2008	

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Non-Qualified Stock Option (right to buy)								Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.5	06/02/2000	M	2,500	04/05/1999	12/14/2008		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.5	07/29/2003	M	20,000	04/05/1999	12/14/2008		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.5	05/07/2008	M	8,500	04/05/1999	12/14/2008		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.125	12/21/2000	A	22,500	04/27/2002	12/21/2010		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.7	02/19/2008	A	25,000	02/19/2009	02/19/2018		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.7	02/19/2008	A	22,500	02/19/2010	02/19/2018		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.195	04/02/2003	A	30,000	01/01/2004	02/04/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.66	01/29/2007	A	25,000	01/29/2008	01/29/2017		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.74	02/11/2002	A	22,500	01/01/2003	02/11/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.74	03/01/2004	M	4,500	01/01/2003	02/11/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.74	07/22/2005	M	8,500	01/01/2003	02/11/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.02	01/10/2005	A	30,000	01/01/2006	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.67	01/05/2004	A	30,000	01/01/2005	01/05/2014		Common Stock
Non-Qualified Stock Option	\$ 28.67	07/22/2005	M	7,500	01/01/2005	01/05/2014		Common Stock

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(right to buy)								
Non-Qualified Stock Option (right to buy)	\$ 29.38	01/30/2006	A	27,500	01/01/2007	01/30/2016		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.813	12/14/1999	A	54,000	04/27/2002	12/14/2009		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.813	03/01/2004	M	13,000	04/27/2002	12/14/2009		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Testa Justin COGNEX CORPORATION ONE VISION DRIVE NATICK, MA 01760			EVP, MVSD	

Signatures

Justin Testa	05/08/2008
**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).

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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