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COGNEX CORP  
Form S-8  
July 23, 2002

As filed with the Securities and Exchange Commission on July 22, 2002.  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

COGNEX CORPORATION  
(Exact name of issuer as specified in its charter)

Massachusetts 04-2713778  
(State of Incorporation) IRS Employer Identification Number)

One Vision Drive, Natick, MA 01760  
(Address of Principal Executive Offices)

(508) 650-3000  
(Registrant's telephone number, including area code)

COGNEX CORPORATION  
1998 STOCK INCENTIVE PLAN  
(Full title of the Plan)

Anthony J. Medaglia, Jr., Esquire  
Hutchins, Wheeler & Dittmar  
A Professional Corporation  
101 Federal Street  
Boston, Massachusetts 02110  
(617) 951-6600  
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering
Common Stock			
\$.002 par value, per share	509,553	\$16.415	\$8,364,312.5
	29,700	\$19.635	\$583,159.5
	10,500	\$26.305	\$276,202.5
	60,000	\$27.365	\$1,641,900.0
	22,500	\$29.600	\$666,000.0
	32,000	\$23.110	\$739,520.0
	1,635,956	\$21.740	\$35,565,683.4

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100,000	\$24.035	\$2,403,500.0
9,500	\$25.695	\$244,102.5
26,000	\$21.415	\$556,790.0
13,000	\$19.515	\$253,695.0
54,530	\$21.102	\$1,150,692.0
18,500	\$26.795	\$495,707.5
5,700	\$29.205	\$166,468.5
769,342	\$24.660	\$18,971,973.7
487,300	\$28.760	\$14,014,748.0
3,825	\$1.000	\$3,825.0
36,500	\$30.855	\$1,126,207.5
53,500	\$31.620	\$1,691,670.0
26,500	\$24.785	\$656,802.5
37,731	\$22.685	\$855,927.7
524,150	\$22.440	\$11,761,926.0
98,500	\$26.095	\$2,570,357.5
124,500	\$25.595	\$3,186,577.5
46,000	\$20.630	\$948,980.0
1,008,511	\$18.125	\$18,279,261.8
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5,743,798	\$22.141	\$127,175,990.0

(1) Also registered hereunder are such additional number of shares of Common Stock, presently indeterminable, as may be necessary to satisfy the antidilution provisions of the Plan to which this Registration Statement relates.

(2) Computed in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The registration fee has been calculated with respect to 509,553 of the shares registered on the basis of the average of the high and low price as reported on the Nasdaq National Market ("NASDAQ"), calculated at \$16.415 on July 19, 2002 and with respect to the remaining 5,234,245 shares registered on the basis of the price at which options may be exercised.

NOTE

This Registration Statement is being filed solely for the purpose of registering 5,743,798 additional shares of Common Stock of Cognex Corporation issuable pursuant to the Cognex Corporation 1998 Stock Incentive Plan originally adopted in 1998. The total number of shares issuable under the Plan is 9,743,798 as of July 19, 2002, of which 4,000,000 shares were previously registered on Form S-8 (Reg. No. 333-60807). Pursuant to Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 (Registration No. 333-60807) are herein incorporated by reference.

ITEM 8. EXHIBITS

Number	Description
4.1	Cognex Corporation 1998 Stock Incentive Plan.

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- 4.2 First Amendment to the Cognex Corporation 1998 Stock Incentive Plan.
- 5.1 Opinion of Hutchins, Wheeler & Dittmar, A Professional Corporation as to legality of shares being registered and consent of Hutchins, Wheeler & Dittmar, A Professional Corporation.
- 23.1 Consent of Hutchins, Wheeler & Dittmar, a Professional Corporation (included in Exhibit 5.1).
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 24.1 Powers of Attorney (See Page II-2).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Natick, Massachusetts on July 17, 2002.

COGNEX CORPORATION

By /s/ Robert J. Shillman  
Robert J. Shillman, President and  
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Robert J. Shillman his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or in his name, place and stead, in any and all capacities to sign any and all amendments or post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature

Title

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/s/Robert J. Shillman Robert J. Shillman	President, Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)
/s/Richard Morin Richard Morin	Senior Vice President of Finance, Chief Financial Officer and Treasurer (principal financial and accounting officer)
/s/Patrick Alias Patrick Alias	Director
/s/Jerald Fishman Jerald Fishman	Director
/s/William Krivsky William Krivsky	Director
/s/Reuben Wasserman Reuben Wasserman	Director
/s/Anthony Sun Anthony Sun	Director

INDEX TO EXHIBITS

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