

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

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

1. Name and Address of Reporting Person *
SHILLMAN ROBERT J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

COGNEX CORPORATION, ONE
VISION DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2005

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

President & CEO

(Street)

4. If Amendment, Date Original
Filed(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

NATICK, MA 01760

(City) (State) (Zip)

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			
Common Stock ⁽¹⁾	12/01/2005		S		65,000	D \$ 31.2148	3,535,506	D	
Common Stock							65,000	I	by Trust

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

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SEC 1474
(9-02)

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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 (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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 18.125					04/27/2005 12/21/2015	Common Stock 60,000
Non-Qualified Stock Option (right to buy)	\$ 21.195					01/01/2004 04/02/2013	Common Stock 41,250
Non-Qualified Stock Option (right to buy)	\$ 21.74					01/01/2003 02/11/2012	Common Stock 24,000
Non-Qualified Stock Option (right to buy)	\$ 22.685					04/01/2002 03/13/2011	Common Stock 2,250
Non-Qualified Stock Option (right to buy)	\$ 24.66					01/01/2002 06/25/2011	Common Stock 39,200
Non-Qualified Stock Option (right to buy)	\$ 25.02					01/01/2006 01/10/2015	Common Stock 50,000
Non-Qualified Stock Option (right to buy)	\$ 28.954					04/27/2002 04/27/2009	Common Stock 62,400
Non-Qualified Stock Option (right to buy)	\$ 29.35					07/22/2005 07/22/2014	Common Stock 5,000
Non-Qualified Stock Option (right to buy)	\$ 30.813					04/27/2004 12/14/2014	Common Stock 35,000
Non-Qualified Stock Option (right to buy)	\$ 31.94					01/01/2005 02/25/2014	Common Stock 115,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHILLMAN ROBERT J COGNEX CORPORATION ONE VISION DRIVE NATICK, MA 01760	X	X	President & CEO	

Signatures

Robert J Shillman	12/01/2005
<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) 700 Shares held by Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of these shares. 7,000 Shares held by Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares.

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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