

Edgar Filing: COGNEX CORP - Form SC 13G/A

COGNEX CORP  
Form SC 13G/A  
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13G/A  
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

COGNEX CORPORATION

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

192422103

-----  
(CUSIP Number)

DECEMBER 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities,  
and for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 (the "Act") or otherwise subject to the liabilities of that section of the  
Act but shall be subject to all other provisions of the Act (however, see the  
Notes).

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1. NAMES OF REPORTING PERSONS Robert J. Shillman  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
017-34-3019  
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES	5.	SOLE VOTING POWER 4,789,416
BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 0
EACH REPORTING	7.	SOLE DISPOSITIVE POWER 4,789,416
PERSON WITH	8.	SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,797,116 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.2% (2)

12. TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(A). NAME OF ISSUER:

COGNEX CORPORATION

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One Vision Drive, Natick, MA 01760

ITEM 2(A). NAME OF PERSON FILING:

Robert J. Shillman

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ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
C/O Cognex Corporation, One Vision Drive, Natick, MA 01760  
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ITEM 2(C). CITIZENSHIP:  
USA  
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ITEM 2(D). TITLE OF CLASS OF SECURITIES:  
Common  
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ITEM 2(E). CUSIP NUMBER:  
192422103  
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- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
- (a)  [ ] Broker or dealer registered under Section 15 of the Exchange Act;
  - (b)  [ ] Bank as defined in Section 3(a)(6) of the Exchange Act;
  - (c)  [ ] Insurance company as defined in Section 3(a)(19) of the Exchange Act;
  - (d)  [ ] Investment company registered under Section 8 of the Investment Company Act;
  - (e)  [ ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
  - (f)  [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

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- (g)  [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  [ ] Group, in accordance with Rule 13d-1(1)(ii)(J).

ITEM 4. OWNERSHIP.

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(a) Amount beneficially owned: 4,797,116 (1)

(b) Percent of class: 11.2% (2)

(c) Number of shares as to which such person has:

(i)	Sole power to vote or to direct the vote	4,789,416
		-----
(ii)	Shared power to vote or to direct the vote	0
		-----
(iii)	Sole power to dispose or to direct the disposition of	4,789,416
		-----
(iv)	Shared power to dispose or to direct the disposition of	0
		-----

(1) Aggregate amount of beneficial ownership includes (i) 4,606,966 of such shares held by Mr. Shillman and (ii) options exercisable as of December 31, 2002 or exercisable within sixty days of December 31, 2002 to purchase 182,450 of such shares. Also includes 700 shares owned by Mr. Shillman's spouse and 7,000 shares owned by Mr. Shillman's children.

(2) Based on 42,627,876 shares of common stock outstanding as of December 31, 2002, and 182,450 shares subject to options exercisable as of December 31, 2002 or exercisable within 60 days of December 31, 2002.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

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Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATIONS.

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2003

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(Date)

/s/ Robert J. Shillman

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(Signature)

Robert J. Shillman, CEO

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(Name/Title)

LIBC/1681943.1