

ROGERS CORP
Form 4/A
December 21, 2006

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 *
MITCHELL WILLIAM

(Last) (First) (Middle)
50 MARCUS DRIVE

(Street)
MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROGERS CORP [ROG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
12/19/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | | | |

Edgar Filing: ROGERS CORP - Form 4/A

| Derivative Security | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Num of Shar |
|-----------------------------|---------------------|------------|---|-------|---------------------------|---------------------------|------|---|-----|-----|------------------|-----------------|------------------------|-------------------------------|
| Stock Option (Right to Buy) | \$ 63.87 | 12/15/2006 | <u>A⁽¹⁾</u> | 2,250 | 12/15/2006 | 12/15/2016 | | | | | | | Capital (Common) Stock | 2,2 |
| Phantom Stock Units | \$ 0 ⁽²⁾ | 12/15/2006 | <u>A⁽³⁾</u> | 274 | 12/15/2006 ⁽⁴⁾ | 01/15/2018 ⁽⁴⁾ | | | | | | | Capital (Common) Stock | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MITCHELL WILLIAM 50 MARCUS DRIVE MELVILLE, NY 11747 | X | | | |

Signatures

| | |
|--------------------------------------|------------|
| Eileen D. Kania as Power of Attorney | 12/21/2006 |
| **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) Granted pursuant to the Rogers Corporation 2005 Equity Compensation Plan.
 - (2) The Phantom Stock Units convert to common stock on a one-for-one basis.
- The Phantom Stock units are accrued under the Rogers Corporation Voluntary Deferred compensation Plan for Non-Employee Directors
- (3) and will be settled in shares of Rogers' Corporation Capital (Common) Stock issued under the Rogers Corporation 2005 Equity Compensation Plan and pursuant to the reporting person's deferral election.
 - (4) See Note #3

Remarks:

The Phantom Stock Units (column 5) and the related share amount (column 7) have been corrected.

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.