

IROBOT CORP
Form 4
October 18, 2006

FORM 4

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

OMB APPROVAL

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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 *
Brooks Rodney A

(Last) (First) (Middle)

C/O IROBOT CORPORATION, 63
SOUTH AVENUE

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IROBOT CORP [IRBT]

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

10/17/2006

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)

Chief Technology Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 10/17/2006 | | S ⁽¹⁾ | | 175 | \$ 24.06 | D |
| Common Stock | 10/17/2006 | | S ⁽¹⁾ | | 100 | \$ 24.17 | D |
| Common Stock | 10/17/2006 | | S ⁽¹⁾ | | 200 | \$ 24.21 | D |
| Common Stock | 10/17/2006 | | S ⁽¹⁾ | | 300 | \$ 24.23 | D |
| Common Stock | 10/17/2006 | | S ⁽¹⁾ | | 300 | \$ 24.24 | D |

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| | | | | | | | |
|--------------|------------|-------------|-----|---|----------|-----------|---|
| Common Stock | 10/17/2006 | <u>S(1)</u> | 100 | D | \$ 24.25 | 1,753,105 | D |
| Common Stock | 10/17/2006 | <u>S(1)</u> | 100 | D | \$ 24.26 | 1,753,005 | D |
| Common Stock | 10/17/2006 | <u>S(1)</u> | 100 | D | \$ 24.28 | 1,752,905 | D |
| Common Stock | 10/17/2006 | <u>S(1)</u> | 100 | D | \$ 24.33 | 1,752,805 | D |
| Common Stock | 10/17/2006 | <u>S(1)</u> | 100 | D | \$ 24.34 | 1,752,705 | D |
| Common Stock | 10/17/2006 | <u>S(1)</u> | 100 | D | \$ 24.4 | 1,752,605 | D |
| Common Stock | 10/17/2006 | <u>S(1)</u> | 100 | D | \$ 24.47 | 1,752,505 | D |
| Common Stock | 10/17/2006 | <u>S(1)</u> | 100 | D | \$ 24.53 | 1,752,405 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.14 | 1,752,305 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 375 | D | \$ 24.15 | 1,751,930 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.16 | 1,751,830 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.19 | 1,751,730 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.24 | 1,751,630 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.27 | 1,751,530 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.32 | 1,751,430 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.35 | 1,751,330 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.4 | 1,751,230 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.42 | 1,751,130 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 100 | D | \$ 24.43 | 1,751,030 | D |
| Common Stock | 10/18/2006 | <u>S(1)</u> | 200 | D | \$ 24.45 | 1,750,830 | D |
| | 10/18/2006 | <u>S(1)</u> | 100 | D | | 1,750,730 | D |

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| | | | | | | | | | | |
|--------------|------------|--|------------------|-----|---------|----------|-----------|---|---|---|
| Common Stock | | | | | | \$ 24.61 | | | | |
| Common Stock | 10/18/2006 | | S ⁽¹⁾ | 100 | D | \$ 24.67 | 1,750,630 | D | | |
| Common Stock | 10/18/2006 | | S ⁽¹⁾ | 100 | D | \$ 24.76 | 1,750,530 | D | | |
| Common Stock | 10/12/2006 | | J ⁽²⁾ | V | 232,055 | D | \$ 0 | 0 | I | By The Rodney Brooks 2000 Family Irrevocable Trust ⁽³⁾ |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brooks Rodney A C/O IROBOT CORPORATION 63 SOUTH AVENUE BURLINGTON, MA 01803 | X | | Chief Technology Officer | |

Signatures

/s/ Glen D. Weinstein,
Attorney-in-Fact

10/18/2006

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2006.

Due to the resignation of the reporting person's spouse as a trustee, the reporting person no longer has a reportable beneficial interest in
 - (2) 232,055 shares of iRobot Corporation common stock owned by The Rodney Brooks 2000 Family Irrevocable Trust and included in the reporting person's prior ownership reports.

The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and
 - (3) this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

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