

Brooks Rodney A
Form 4
May 05, 2011

FORM 4

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 APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brooks Rodney A

(Last) (First) (Middle)

C/O IROBOT CORPORATION, 8
CROSBY DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IROBOT CORP [IRBT]

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

05/03/2011

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2011		S ⁽¹⁾	1,000 D	\$ 33.096 (2) 555,359	D	
Common Stock	05/03/2011		S ⁽¹⁾	1,000 D	\$ 33.112 (3) 554,359	D	
Common Stock	05/03/2011		S ⁽¹⁾	1,000 D	\$ 33.123 (4) 553,359	D	
Common Stock	05/04/2011		S ⁽¹⁾	1,000 D	\$ (5) 32.3751 552,359	D	
Common Stock	05/04/2011		S ⁽¹⁾	1,000 D	\$ 32.3661 551,359	D	

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						(6)	
						\$	
Common	05/04/2011		S ⁽¹⁾	1,000	D	32.3881	550,359 D
Stock						(7)	

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

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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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brooks Rodney A C/O IROBOT CORPORATION 8 CROSBY DRIVE BEDFORD, MA 01730	X

Signatures

/s/ Glen D. Weinstein, Attorney-in-Fact	05/05/2011
**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 June 14, 2010.

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- (2) The range of prices for the transaction reported on this line was \$32.35 to \$34.33. The average weighted price was \$33.096. The reporting person will provide, upon request by the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (3) The range of prices for the transaction reported on this line was \$32.34 to \$34.34. The average weighted price was \$33.112. The reporting person will provide, upon request by the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (4) The range of prices for the transaction reported on this line was \$32.34 to \$34.37. The average weighted price was \$33.123. The reporting person will provide, upon request by the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (5) The range of prices for the transaction reported on this line was \$31.79 to \$32.60. The average weighted price was \$32.3751. The reporting person will provide, upon request by the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (6) The range of prices for the transaction reported on this line was \$31.79 to \$32.59. The average weighted price was \$32.3661. The reporting person will provide, upon request by the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (7) The range of prices for the transaction reported on this line was \$31.81 to \$32.61. The average weighted price was \$32.3881. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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