## Edgar Filing: Kern Paul J - Form 4

Kern Paul J									
Form 4 April 03, 20	)12								
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287
Check the if no lor subject Section Form 4 Form 5			SECUI	RITIES		WNERSHIP OF	Estimated burden hou response	urs per	
obligatio may cor <i>See</i> Inst 1(b).	ons Section 170	(a) of the l	Public U	Jtility Hol	ding Cor		of 1935 or Secti		
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> Kern Paul J			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
			IROBOT CORP [IRBT]				(Check all applicable)		
(Last) (First) (Middle) C/O THE COHEN GROUP, 1200 NINETEENTH ST, NW			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/30/2012</li></ul>			X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
WASHING	GTON, DC 20036						Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code Disposed of (D) ear) (Instr. 8) (Instr. 3, 4 and 5) (A) or		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)	
				Coue v	Amount	(D) Price			
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation cont red to respo	or indirectly. spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	<ul> <li>Price of Derivative Security</li> </ul>		(Month/Day/Year)	(Instr. 8)	<ul> <li>8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</li> </ul>					(Inst	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	03/30/2012		А	389.77		(2)	(2)	Common Stock	389.77	\$ 2

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kern Paul J C/O THE COHEN GROUP 1200 NINETEENTH ST, NW WASHINGTON, DC 20036	Х						
Signatures							
/s/ Glen D. Weinstein, Attorney-in-Fact		04/03/2	012				

<u>\*\*Signature of Reporting Person</u>

## **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).

Date

(1) The phantom stock was accrued under the iRobot Corporation Non-Employee Directors' Deferred Compensation Program and is convertible into shares of iRobot common stock on a 1-for-1 basis.

(2) The phantom stock becomes payable in shares of iRobot common stock upon the reporting person's termination of service as a director.

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.