Weinstein Glen Daniel Form 4 August 10, 2012

FORM 4

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

OMB 3235-0287

OMB APPROVAL

Number:

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Weinstein Glen Daniel | 2. Issuer Name and Ticker or Trading Symbol IROBOT CORP [IRBT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---|---|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | | | |
| C/O IROBOT CORPORATION, 8 CROSBY DRIVE | (Month/Day/Year) 08/09/2012 | Director 10% Owner _X_ Officer (give title Other (specify below) EVP and Chief Legal Officer | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | |
| BEDFORD, MA 01730 | | Form filed by More than One Reporting Person | | |

| (City) | (State) (A | Table | e I - Non-Do | erivative S | Securi | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|-----------------|---------------------|--------------------|-------------------------------|-------------|--------------|--------------|-------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties A | cquired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of | | Securities | Form: Direct | Indirect | | |
| (Instr. 3) | | any | ` ' | | Beneficially | (D) or | Beneficial | | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and | 5) | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 08/09/2012 | | M | 1,000 | A | \$ 4.96 | 43,205 | D | |
| Common | 08/09/2012 | | S <u>(1)</u> | 1,000 | D | \$ 24 | 42,205 | D | |

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

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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. Transactic Code (Instr. 8) | 5. Number out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ivative Expiration Date ties (Month/Day/Year) red sed of 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|---|---------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amoun or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 4.96 | 08/09/2012 | | M | 1,000 |) 02/23/2010 <u>(2)</u> | 02/23/2015 | Common Stock | 1,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Weinstein Glen Daniel C/O IROBOT CORPORATION 8 CROSBY DRIVE BEDFORD, MA 01730

EVP and Chief Legal Officer

Signatures

/s/ Glen D.
Weinstein

**Signature of Date

Reporting Person

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 December 15, 2010, as amended on February 28, 2012.
- (2) This option is currently exercisable.

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.

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