IROBOT CORP

Form 4

September 18, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * White Gregory Francis

2. Issuer Name and Ticker or Trading

Issuer

Symbol IROBOT CORP [IRBT]

(Month/Day/Year)

Filed(Month/Day/Year)

(Last)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

C/O IROBOT CORPORATION, 63

(First)

09/15/2006

below) President of Home Robots Div.

Other (specify _X__ Officer (give title

SOUTH AVENUE (Street)

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Form filed by More than One Reporting

Person

BURLINGTON, MA 01803

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative | quired, 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) | Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | d of (D) 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) |
| Common Stock | 09/15/2006 | | Code V $S_{\underline{(1)}}$ | Amount 667 | (D) | Price \$ 23 | 227,879 | D | |
| Common Stock | 09/15/2006 | | S <u>(1)</u> | 200 | D | \$ 23.06 | 227,679 | D | |
| Common Stock | 09/15/2006 | | S <u>(1)</u> | 67 | D | \$ 23.24 | 227,612 | D | |
| Common Stock | 09/15/2006 | | S(1) | 133 | D | \$ 23.29 | 227,479 | D | |
| Common Stock | 09/15/2006 | | S <u>(1)</u> | 200 | D | \$ 23.3 | 227,279 | D | |

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| Common Stock | 09/15/2006 | S <u>(1)</u> | 200 | D | \$ 23.36 | 227,079 | D | |
|-----------------|------------|--------------|-----|---|-------------|---------|---|---|
| Common Stock | 09/15/2006 | S <u>(1)</u> | 266 | A | \$ 23.47 | 226,813 | D | |
| Common Stock | 09/15/2006 | S(1) | 600 | D | \$ 23.49 | 226,213 | D | |
| Common Stock | 09/15/2006 | S <u>(1)</u> | 266 | D | \$ 23.53 | 225,947 | D | |
| Common Stock | 09/15/2006 | S <u>(1)</u> | 267 | D | \$ 23.54 | 225,680 | D | |
| Common Stock | 09/15/2006 | S <u>(1)</u> | 267 | D | \$ 23.56 | 225,413 | D | |
| Common Stock | 09/15/2006 | S <u>(1)</u> | 267 | D | \$ 23.65 | 225,146 | D | |
| Common Stock | 09/15/2006 | S <u>(1)</u> | 400 | D | \$ 23.73 | 224,746 | D | |
| Common Stock | 09/15/2006 | S(1) | 200 | D | \$ 23.79 | 224,546 | D | |
| Common Stock | 09/15/2006 | S(1) | 333 | D | \$ 23 | 194,387 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S(1) | 100 | D | \$ 23.06 | 194,287 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S <u>(1)</u> | 33 | D | \$ 23.24 | 194,254 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S(1) | 67 | D | \$ 23.29 | 194,187 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S <u>(1)</u> | 100 | D | \$ 23.3 | 194,087 | I | By Vision 2005 Investment Partners L.P. (2) |
| | 09/15/2006 | S(1) | 100 | D | | 193,987 | I | |

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| Common Stock | | | | | \$ 23.36 | | | By Vision 2005 Investment Partners L.P. (2) |
|-----------------|------------|--------------|-----|---|-------------|---------|---|---|
| Common Stock | 09/15/2006 | S <u>(1)</u> | 134 | D | \$ 23.47 | 193,853 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S <u>(1)</u> | 300 | D | \$ 23.49 | 193,553 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S(1) | 134 | D | \$ 23.53 | 193,419 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S(1) | 133 | D | \$ 23.54 | 193,286 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S(1) | 133 | D | \$ 23.56 | 193,153 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S(1) | 133 | D | \$ 23.65 | 193,020 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S(1) | 200 | D | \$ 23.73 | 192,820 | I | By Vision 2005 Investment Partners L.P. (2) |
| Common Stock | 09/15/2006 | S(1) | 100 | D | \$ 23.79 | 192,720 | I | By Vision 2005 Investment Partners L.P. (2) |

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

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SEC 1474 (9-02)

> 9. Ni Deriv Secu Bene Own Follo Repo Trans (Insti

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. | 6. Date Exerci | isable and | 7. Titl | le and | 8. Price of | 9 |
|----------|-------------|-------------|---------------------|--------------------|-------------------|------------|----------------|-----------------|---------|--------------|-------------|---|
| | Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Da | Expiration Date | | ınt of | Derivative | J |
| | Security | or Exercise | | any | Code | of | (Month/Day/Y | (ear) | Under | lying | Security | , |
| | (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) |] |
| | | Derivative | | | Securities | | | | (Instr. | 3 and 4) | | (|
| Security | | Security | | | | Acquired | | | | | |] |
| | | | | | | (A) or | | | | | | J |
| | | | | | | Disposed | | | | | | - |
| | | | | | | of (D) | | | | | | (|
| | | | | | | (Instr. 3, | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | | | | | | |
| | | | | | | | Date | Expiration | | or Number | | |
| | | | | | | | | Exercisable | Date | Title | | |
| | | | | | Code V | (A) (D) | | | | of Charac | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

White Gregory Francis C/O IROBOT CORPORATION **63 SOUTH AVENUE BURLINGTON, MA 01803**

President of Home Robots

Div.

Signatures

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

09/18/2006

**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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 4, **(1)**
- The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and 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.

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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