

IROBOT CORP

Form 4

September 07, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(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)

09/05/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

President of Home Robots Div.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 | (A) or (D) | Price |
| Common Stock | 09/06/2006 | | S ⁽¹⁾ | 22 | D | \$ 17.77 | 231,100 |
| Common Stock | 09/06/2006 | | S ⁽¹⁾ | 43 | D | \$ 17.78 | 231,057 |
| Common Stock | 09/06/2006 | | S ⁽¹⁾ | 106 | D | \$ 17.79 | 230,951 |
| Common Stock | 09/06/2006 | | S ⁽¹⁾ | 192 | D | \$ 17.8 | 230,759 |
| Common Stock | 09/06/2006 | | S ⁽¹⁾ | 63 | D | \$ 17.81 | 230,696 |

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| | | | | | | | | |
|--------------|------------|-------------|-----|---|----------|---------|---|--|
| Common Stock | 09/06/2006 | <u>S(1)</u> | 149 | D | \$ 17.82 | 230,547 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 128 | D | \$ 17.83 | 230,419 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 64 | D | \$ 17.84 | 230,355 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 22 | D | \$ 17.85 | 230,333 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 86 | D | \$ 17.86 | 230,247 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 191 | D | \$ 17.87 | 230,056 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 46 | D | \$ 17.88 | 230,010 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 234 | D | \$ 17.89 | 229,776 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 149 | D | \$ 17.9 | 229,627 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 60 | D | \$ 17.91 | 229,567 | D | |
| Common Stock | 09/06/2006 | <u>S(1)</u> | 21 | D | \$ 17.92 | 229,546 | D | |
| Common Stock | 09/05/2006 | <u>S(1)</u> | 21 | D | \$ 17.7 | 197,499 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 09/05/2006 | <u>S(1)</u> | 62 | D | \$ 17.71 | 197,437 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 09/05/2006 | <u>S(1)</u> | 21 | D | \$ 17.72 | 197,416 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 09/05/2006 | <u>S(1)</u> | 3 | D | \$ 17.74 | 197,413 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| | 09/05/2006 | <u>S(1)</u> | 21 | D | | 197,392 | I | |

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| | | | | | | | | |
|-----------------|------------|------------------------|-----|---|-------------|---------|---|--|
| Common Stock | | | | | \$ 17.75 | | | By Vision 2005 Investment Partners L.P. ⁽²⁾ |
| Common Stock | 09/05/2006 | <u>S⁽¹⁾</u> | 122 | D | \$ 17.76 | 197,270 | I | By Vision 2005 Investment Partners L.P. ⁽²⁾ |
| Common Stock | 09/05/2006 | <u>S⁽¹⁾</u> | 73 | D | \$ 17.77 | 197,197 | I | By Vision 2005 Investment Partners L.P. ⁽²⁾ |
| Common Stock | 09/05/2006 | <u>S⁽¹⁾</u> | 38 | D | \$ 17.78 | 197,159 | I | By Vision 2005 Investment Partners L.P. ⁽²⁾ |
| Common Stock | 09/05/2006 | <u>S⁽¹⁾</u> | 79 | D | \$ 17.79 | 197,080 | I | By Vision 2005 Investment Partners L.P. ⁽²⁾ |
| Common Stock | 09/05/2006 | <u>S⁽¹⁾</u> | 15 | D | \$ 17.8 | 197,065 | I | By Vision 2005 Investment Partners L.P. ⁽²⁾ |
| Common Stock | 09/05/2006 | <u>S⁽¹⁾</u> | 85 | D | \$ 17.81 | 196,980 | I | By Vision 2005 Investment Partners L.P. ⁽²⁾ |
| Common Stock | 09/05/2006 | <u>S⁽¹⁾</u> | 57 | D | \$ 17.82 | 196,923 | I | By Vision 2005 Investment Partners L.P. ⁽²⁾ |
| Common Stock | 09/05/2006 | <u>S⁽¹⁾</u> | 41 | D | \$ 17.83 | 196,882 | I | By Vision 2005 Investment Partners L.P. ⁽²⁾ |
| | 09/05/2006 | <u>S⁽¹⁾</u> | 57 | D | | 196,825 | I | |

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| | | |
|--------|-------|-----------------|
| Common | \$ | By Vision |
| Stock | 17.84 | 2005 |
| | | Investment |
| | | Partners |
| | | L.P. <u>(2)</u> |

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.

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. Number of Derivative Securities Owned Following Report Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 |
| 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 09/07/2006

**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)

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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, 2006.

The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and

- (2) 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.

Remarks:

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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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