FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average h	urden								

hours per response:

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of	Reporting Person*				r Name <b>an</b> BOT CC				ymbol			neck al	nship of Il applica Director		Perso	on(s) to Issu	
	IWAY PAR		(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/31/2009							Officer (below)	give title		Other (s	·		
(Street)  NEW Y(			10019 (Zip)		1. If Amo	endment, [	Oate o	f Original F	Filed	(Month/Da	ıy/Year)	6. Lir	ie) X	Form file	ed by One	Repor	(Check App ting Persor One Repor	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date			2. Transact Date Month/Day	Execution Date,		r, Transaction Disposed Code (Instr.		ities Acquired (A) or d Of (D) (Instr. 3, 4 aı				Form ly (D) or		n: Direct or Indirect ostr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	Amount	(A) (D)	Price	Ti	Transaction(s) (Instr. 3 and 4)				(msu. 4)	
	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/Yea	Code (Instr.		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)		of Securi Underlyir	d Amount ties g Derivativ (Instr. 3 and	De e Se	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(	e s ully	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
				Code	de V (A) (D)		(D)	Date Exercisable	Date Ex Exercisable Da		Title	Amount Number Shares			(Instr. 4)			
Phantom Stock	(1)	03/31/2009		A		1,644.74		(2)		(2)	Common Stock	1,644.7	4	\$7.6	5,512.	78	D	

## Explanation of Responses:

- 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. Tha phantom stock becomes payable in shares of iRobot common stock upon the reporting person's termination of service as a director.

## Remarks:

/s/ Glen D. Weinstein, Attorneyin-Fact 04/02/2009

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.