SEC Form 4

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FORM 4

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

OMB APPROVAL

I

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

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

I		
	OMB Number:	3235-0287
	Estimated average burde	en
	hours per response:	0.5

			of Section So(n) of the Investment Company Act of 1340				
			2. Issuer Name and Ticker or Trading Symbol IROBOT CORP [IRBT]	(Check	tionship of Reporting I all applicable)	Persor	
(Last) C/O ID VENTU	(First) RES AMERICA		3. Date of Earliest Transaction (Month/Day/Year) 07/28/2006	X	Director Officer (give title below)	х	10% Owner Other (specify below)
(Street)		WAY, SUITE 720 95054	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group F Form filed by One F Form filed by More Person	Report	ing Person
(City)	(State)	(Zip)					
1		lanie I - Non-Deriv	ative Securities Acquired Disposed of or Benefi	cially	uwned		

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. Transa Code (8)		4. Securities A Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)

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/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Stock Option (right to buy)	\$16.46	07/28/2006		A		10,000		07/28/2007 ⁽¹⁾	07/28/2013	Common Stock	10,000	\$0.00	10,000	D			

Explanation of Responses:

1. This option vests over a three year period at a rate of 33.33% on the date listed in the table, and the balance vesting in equal annual installments over the remaining two years.

Remarks:

/s/ Glen D. Weinstein, Attorney-08/01/2006 in-Fact

Date

** Signature of Reporting Person

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.