SEC Form 4

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

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

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	hours per response:	0.5
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1. Name and Addr Beck Jeffrey	ess of Reporting Per	son*	2. Issuer Name and Ticker or Trading Symbol IROBOT CORP [IRBT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Deck Jenney A</u>					Director	10% Owner			
				X	Officer (give title below)	Other (specify below)			
(Last) (First) (Middle) C/O IROBOT CORPORATION 8 CROSBY DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2013		Chief Operatin	g Officer			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) BEDFORD	MA	01730		Line)	Form filed by One Rep Form filed by More that Person	Ū.			
(City)	(State)	(Zip)			r cioui				

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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)		(
Common Stock	03/08/2013		Α		24 , 575 ⁽¹⁾	Α	\$0.00	98,104	D	
Common Stock	03/09/2013		F ⁽²⁾⁽³⁾		3,896	D	\$22.75	94,208	D	

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 E		6. Date Exerci Expiration Dat (Month/Day/Ye	te	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				
Employee Stock Option (Right to Buy)	\$22.86	03/08/2013		A		13,425		03/08/2014 ⁽⁴⁾	03/08/2020	Common Stock	13,425	\$0.00	13,425	D	

Explanation of Responses:

1. Consists of a restricted stock unit award made pursuant to the iRobot Corporation 2005 Stock Option and Incentive Plan. The restricted stock units vest over a four-year period, at a rate of twenty-five percent (25%) on each anniversary of the grant. Vested shares will be delivered to the reporting person as soon as practicable following each vesting date, but in no event later than 30 days after each such vesting date. 2. Consists of shares sold to satify tax withholding obligations upon vesting of Restricted Stock Units.

3. Consists of shares withheld by iRobot Corporation in order to satisfy the minimum tax withholding obligations of the reporting person.

4. This option vests over a four-year period, at a rate of twenty-five percent (25%) on the first anniversary of the grant, and guarterly thereafter.

Remarks:

/s/ Glen D. Weinstein,

Attorney-in-Fact

** Signature of Reporting Person Date

03/12/2013

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.