# 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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed nursuant to Section 16(a) of the Securities Exchange Act of 1934

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|  |            |          | Flied pursuant to Section 10(a) of the Securities Exchange A               | 101 1934              |  |                                      |  |
|--|------------|----------|--|-----------------------|--|--------------------------------------|--|
|  |            |          | or Section 30(h) of the Investment Company Act of 19                       |                       |  |                                      |  |
| 1. Name and Address of Reporting Person* |            |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>IROBOT CORP [ IRBT ] |                       | tionship of Reporting Pe                     | Reporting Person(s) to Issuer<br>le) |  |
| <u>Clear Geoffrey P</u>                  |            |          |  |                       | Director                                     | 10% Owner                            |  |
|  |            |          |  | X                     | Officer (give title                          | Other (specify                       |  |
| (Last)                                   | (First)    | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)                           |                       | below)                                       | below)                               |  |
| C/O IROBOT C                             | ORPORATION | 1        | 11/08/2005   |                       | VP and Chief Fin                             | ancial Officer                       |  |
| 63 SOUTH AVE                             | NUE        |          |  |                       |  |                                      |  |
|  |            |          | 4. If Amendment, Date of Original Filed (Month/Day/Ye                      | ar) 6. Indiv<br>Line) | vidual or Joint/Group Filing (Check Applicab |                                      |  |
| (Street)<br>BURLINGTON                   | МА         | 01803    |  | X                     | Form filed by One Re                         | eporting Person                      |  |
|  | 19171      | 01003    |  |                       | Form filed by More th<br>Person              | nan One Reporting                    |  |
| (City)                                   | (State)    | (Zip)    |  |                       |  |                                      |  |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |  |  |
|---------------------------------|--|---|------------------------------|---|---|---------------|---|---|---|----------|--|--|
|                                 |  |   | Code                         | v | Amount  | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)                                |   | (1150.4) |  |  |
| Common Stock                    | 07/21/2005                                 |   | М                            |   | 26,720  | A             | \$0.55  | 26,720  | D   |          |  |  |
| Common Stock                    | 11/08/2005                                 |   | Р                            |   | 1,000   | A             | \$24  | 1,000(1)  | D   |          |  |  |
| Common Stock                    | 11/08/2005                                 |   | S                            |   | 3,603   | D             | \$24  | 129,682   | D   |          |  |  |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |                              |   |          |        |  |                    |   |  |   |  |  |  |
|--|---|--|---|------------------------------|---|----------|--------|--|--------------------|---|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | n of Exp |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |   | Code                         | v | (A)      | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Stock<br>Opiton<br>(Right to<br>Buy)                           | \$0.55  | 07/21/2005                                 |   | М                            |   |          | 26,720 | 04/30/2003 <sup>(2)</sup>                                      | 12/13/2012         | Common<br>Stock   | 26,720                                 | \$0.00  | 53,440   | D  |  |

Explanation of Responses:

1. Shares acquired pursuant to Directed Share Program in connection with initial public offering of common stock of iRobot Corporation.

2. This option vests over a five year period at a rate of 20% on the date listed in the table, and the balance vesting in equal annual installments over the remaining four years.

**Remarks:** 

/s/ Glen D. Weinstein Attorney-11/10/2005

in-fact

\*\* 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.

Exhibit 24

### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS,

that the undersigned hereby constitutes and appoints each of Geoffrey P. Clear, Glen D. Weinstein and Gerald C. Kent, Jr., and any one of them acting singly, the true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities (until revoked in writing) to execute for and on behalf of the undersigned, in any and all of the undersigned's capacities, any and all statements on Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by iRobot Corporation (the "Company") in accordance with Sections 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the undersigned might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN

WITNESS WHEREOF, this Power of Attorney has been signed as of November 7, 2005.

Signature: /s/ Geoffrey P. Clear

Name: Geoffrey P. Clear