SEC Form 4

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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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person [*] Greiner Helen			2. Issuer Name and Ticker or Trading Symbol <u>IROBOT CORP</u> [IRBT]		tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner		
F						Other (specify below)		
(Last) C/O IROBOT ((First) CORPORATION	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2011		Officer (give title below)			
8 CROSBY DRIVE				6. Individual or Joint/Group Filing (Check Applicable				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	(Спеск Арріїсаріе			
(Street)				X	Form filed by One Repo	rting Person		
BEDFORD	MA	01730			Form filed by More than Person	One Reporting		
(City)	(State)	(Zip)						

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

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2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	(D) or Indirect	7. Nature of Indirect Beneficial Ownership
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 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)		n 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				
Phantom Stock	(1)	03/31/2011		Α		228.03		(2)	(2)	Common Stock	228.03	\$32.89	228.03	D	

Explanation of Responses:

1. The phantom stock was accrued under the iRobot Coporation Non-Employee Directors' Deferred Compensation Program and is convertible into shares of iRobot common stock on a 1-for-1 basis. 2. The phantom stock becomes payable in shares of iRobot common stock upon the reporting person's termination of service as a director.

Remarks:

<u>/s/ Glen D. Weinstein,</u>	
<u>Attorney-in-Fact</u>	

<u>04/04/2011</u>

** 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.