# SEC Form 4

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# FORM 4

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

OMB APPROVAL

| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| 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).                      |

### 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

| 1. Name and Address of Reporting Person*<br><u>Weinstein Glen Daniel</u> |   |  |
|--|---|--|
| (Last)<br>C/O IROBOT CO<br>8 CROSBY DRI                                  | Other (specify<br>below)<br>Legal Officer |  |
|  |   |  |
| (Street)<br>BEDFORD  | eporting Person<br>nan One Reporting      |  |
| (City)   |   |  |
| BEDFORD MA 01730   |   |  |

### 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>Transaction<br>Code (Instr.<br>8) |   | 4. Securities<br>Disposed Of ( |               |            | 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)  |   | (1130.4)  |
| Common Stock                    | 03/04/2014                                 |   | М                                       |   | 10,500                         | A             | \$14.52    | 68,190  | D   |   |
| Common Stock                    | 03/04/2014                                 |   | <b>S</b> <sup>(1)</sup>                 |   | 10,500                         | D             | \$43.07(2) | 57,690  | 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) |   | of<br>Deri<br>Seci<br>Acq<br>(A) (<br>Disp<br>of (E | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D) (Instr.<br>3, 4 and 5) |                           | e                  | and 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 |   |  |  |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$14.52   | 03/04/2014                                 |   | М                            |   |   | 10,500   | 04/02/2010 <sup>(3)</sup> | 04/02/2017         | Common<br>Stock   | 10,500                                 | \$0.00  | 13,300   | D  |  |

#### Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2010, as amended on February 28, 2012 and February 21, 2013. 2. The range of prices for the transaction reported on this line was \$42.63 to \$43.64. The average weighted price was \$43.07. The reporting person will provide, upon request by the SEC, the issuer or a security

holder of the issuer, full information regarding the number of shares sold at each separate price.

3. This option vests over a four-year period, at a rate of twenty-five percent (25%) on the first anniversary of the date in the table, and quarterly thereafter.

**Remarks:** 

#### /s/ Glen D. Weinstein

\*\* Signature of Reporting Person

03/06/2014

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.