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	
hours per response:	0.5

1. Name and Address of Reporting Person [*] <u>Kern Paul J</u>			2. Issuer Name and Ticker or Trading Symbol <u>IROBOT CORP</u> [IRBT]		ationship of Reporting Person(s) to Issuer (all applicable) Director 10% Owner		
(Last) C/O THE COH		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2014		Officer (give title below)	Other (specify below)	
500 EIGHTH ST, NW			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable		
(Street)				X	Form filed by One Rep	porting Person	
WASHINGTO	N DC	20004			Form filed by More that Person	an One Reporting	
(City)	(State)	(Zip)					

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

1. Title of Security (Instr. 3) 2. Transaction Date 2A. Deemed Execution Date, 3. 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and									6. Ownership Form: Direct	7. Nature of Indirect
	(Month/Day/Year)	if any		Code (Instr. 5)			Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/14/2014		М		10,000	Α	\$19.85	21,412	D	
Common Stock	02/14/2014		S		10,000	D	\$43.05	11,412	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		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)	\$19.85	02/14/2014		М			10,000	(1)	06/29/2014	Common Stock	10,000	\$0.00	0	D	

Explanation of Responses:

1. This option is currently exercisable.

Remarks:

/s/ Glen D. Weinstein,

Attorney-in-Fact

02/18/2014

** 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.