SEC Form 4

 \square

(Last)

(Street)

(City)

BEDFORD

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).

1. Name and Address of Reporting Person'

C/O IROBOT CORPORATION

(First)

MA

(State)

(Middle)

01730

(Zip)

Dyer Joseph Wendell

8 CROSBY DRIVE

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securiti or Section 30(h) of the Investment Cor

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940		hours per respor	nse: 0.5			
2. Issuer Name and Ticker or Trading Symbol IROBOT CORP [IRBT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	Directo	r	10% Owner			
	X Officer	(give title	Other (specify below)			

Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line) Х Form filed by One Reporting Person Form filed by More than One Reporting Person

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

03/08/2011

3. Date of Earliest Transaction (Month/Day/Year)

4. If Amendment, Date of Original Filed (Month/Day/Year)

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		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)		(1130. 4)
Common Stock	03/08/2011		М		10,096	A	\$2.78	51,674	D	
Common Stock	03/08/2011		S ⁽¹⁾		10,096	D	\$29.9984(2)	41,578	D	
Common Stock	03/09/2011		М		4,904	A	\$2.78	46,482	D	
Common Stock	03/09/2011		S ⁽¹⁾		4,904	D	\$ <u>30</u>	41,578	D	
Common Stock								100	I	By stepson ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puts, cans, 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 Exp		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				
Employee Stock Option (Right to Buy)	\$2.78	03/08/2011		М			10,096	09/17/2009 ⁽⁴⁾	09/17/2014	Common Stock	10,096	\$0.00	23,232	D	
Employee Stock Option (Right to Buy)	\$2.78	03/09/2011		М			4,904	09/17/2009 ⁽⁴⁾	09/17/2014	Common Stock	4,904	\$0.00	18,328	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 October 26, 2009, as amended on December 6, 2010.

2. The range of prices for the transaction reported on this line was \$29.99 to \$30.02. The average weighted price was \$29.9984. The reporting person will provide, upon request by the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported share of purposes of Section 16 or any other purpose.

4. This option is currently exercisable.

Remarks:

/s/ Glen D. Weinstein, Attorney-03/09/2011 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.