Brooks Rodney A Form 4 February 23, 2011

# FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*\*
Brooks Rodney A

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Last) (First)

IROBOT CORP [IRBT]

(Check all applicable)

C/O IROBOT CORPORATION, 8

(Street)

(State)

(Middle)

(Zin)

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

(Month/Day/Year) 02/22/2011

\_X\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_\_ Officer (give title below) Other (specify below)

CROSBY DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

 $6.\ Individual\ or\ Joint/Group\ Filing (Check$ 

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

BEDFORD, MA 01730

(City)

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	02/22/2011		S <u>(1)</u>	1,000	D	\$ 27.676 (2)	677,359	D	
Common Stock	02/22/2011		S <u>(1)</u>	1,000	D	\$ 27.362 (3)	676,359	D	
Common Stock	02/23/2011		S <u>(1)</u>	1,000	D	\$ 27.244 (4)	675,359	D	
Common Stock	02/23/2011		S(1)	1,000	D	\$ 27.321	674,359	D	

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(5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
.r g	Director	10% Owner	Officer	Other		
Brooks Rodney A C/O IROBOT CORPORATION 8 CROSBY DRIVE BEDFORD, MA 01730	X					

### **Signatures**

/s/ Glen D. Weinstein, 02/23/2011 Attorney-in-Fact

\*\*Signature of Reporting Person

## **Explanation of Responses:**

- 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).

Date

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2010.

The range of prices for the transaction reported on this line was \$27.45 to \$27.96. The average weighted price was \$27.676. 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.

Reporting Owners 2

SEC 1474

(9-02)

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- The range of prices for the transaction reported on this line was \$27.11 to \$28.01. The average weighted price was \$27.362. 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.
- The range of prices for the transaction reported on this line was \$27.18 to \$27.26. The average weighted price was \$27.244. 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.
- The range of prices for the transaction reported on this line was \$27.02 to \$27.74. The average weighted price was \$27.321. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.