

Brooks Rodney A
Form 4
August 23, 2006

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 OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O IROBOT CORPORATION, 63
SOUTH AVENUE

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

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

IROBOT CORP [IRBT]

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

08/22/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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

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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/20/2006		J ⁽¹⁾	V	3,704	A	\$ 0
Common Stock	08/22/2006		S ⁽²⁾		100	D	\$ 18.18
Common Stock	08/22/2006		S ⁽²⁾		400	D	\$ 18.15
Common Stock	08/22/2006		S ⁽²⁾		100	D	\$ 18.11
Common Stock	08/22/2006		S ⁽²⁾		175	D	\$ 18.1

Edgar Filing: Brooks Rodney A - Form 4

Common Stock	08/22/2006	S ⁽²⁾	200	D	\$ 18.25	1,783,305	D	
Common Stock	08/22/2006	S ⁽²⁾	300	D	\$ 18.21	1,783,005	D	
Common Stock	08/22/2006	S ⁽²⁾	100	D	\$ 18.12	1,782,905	D	
Common Stock	08/22/2006	S ⁽²⁾	100	D	\$ 18.2	1,782,805	D	
Common Stock	08/22/2006	S ⁽²⁾	300	D	\$ 18.24	1,782,505	D	
Common Stock	08/22/2006	S ⁽²⁾	100	D	\$ 18.26	1,782,405	D	
Common Stock	08/23/2006	S ⁽²⁾	100	D	\$ 17.94	1,782,305	D	
Common Stock	08/23/2006	S ⁽²⁾	100	D	\$ 17.84	1,782,205	D	
Common Stock	08/23/2006	S ⁽²⁾	575	D	\$ 17.9	1,781,630	D	
Common Stock	08/23/2006	S ⁽²⁾	100	D	\$ 17.91	1,781,530	D	
Common Stock	08/23/2006	S ⁽²⁾	100	D	\$ 17.93	1,781,430	D	
Common Stock	08/23/2006	S ⁽²⁾	54	D	\$ 18.16	1,781,376	D	
Common Stock	08/23/2006	S ⁽²⁾	46	D	\$ 18.14	1,781,330	D	
Common Stock	08/23/2006	S ⁽²⁾	36	D	\$ 17.88	1,781,294	D	
Common Stock	08/23/2006	S ⁽²⁾	64	D	\$ 17.87	1,781,230	D	
Common Stock	08/23/2006	S ⁽²⁾	100	D	\$ 18.44	1,781,130	D	
Common Stock	08/23/2006	S ⁽²⁾	100	D	\$ 18.3	1,781,030	D	
Common Stock	08/23/2006	S ⁽²⁾	200	D	\$ 18.2	1,780,830	D	
Common Stock	08/23/2006	S ⁽²⁾	300	D	\$ 18.16	1,780,530	D	
Common Stock	06/20/2006	J ⁽³⁾	V 204,090	D	\$ 0	0	I	See Footnote ⁽⁴⁾
						232,055	I	

Common
StockBy The
Rodney
Brooks
2000
Family
Irrevocable
Trust ⁽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.SEC 1474
(9-02)**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brooks Rodney A C/O IROBOT CORPORATION 63 SOUTH AVENUE BURLINGTON, MA 01803	X		Chief Technology Officer	

Signatures

/s/ Glen D. Weinstein,
Attorney-in-Fact
08/23/2006

__Signature of Reporting Person

Date

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).

- (1) These shares were received by the reporting person in his capacity as a member of the fund described in footnote 4.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2006.
- (3) Pro-rata distribution in-kind of 204,090 shares without consideration to the partners of Robotic Ventures Fund I, L.P.
- (4) Consists of shares held by Robotic Ventures Fund I, L.P., of which the reporting person is a general partner. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest, if any.
The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and
- (5) this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

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.