

IROBOT CORP
Form 4
December 13, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
White Gregory Francis

(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)
12/11/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

President of Home Robots Div.

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

__X__ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/11/2006 | | S ⁽¹⁾ | 806 | D \$ 18.6 | 188,240 | D |
| Common Stock | 12/11/2006 | | S ⁽¹⁾ | 336 | D \$ 18.63 | 187,904 | D |
| Common Stock | 12/11/2006 | | S ⁽¹⁾ | 470 | D \$ 18.64 | 187,434 | D |
| Common Stock | 12/11/2006 | | S ⁽¹⁾ | 403 | D \$ 18.65 | 187,031 | D |
| Common Stock | 12/11/2006 | | S ⁽¹⁾ | 134 | D \$ 18.66 | 186,897 | D |

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| | | | | | | | | |
|--------------|------------|-------------|-----|---|----------|---------|---|----------------------------------------------------|
| Common Stock | 12/11/2006 | <u>S(1)</u> | 201 | D | \$ 18.7 | 186,696 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 201 | D | \$ 18.71 | 186,495 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 374 | D | \$ 18.74 | 186,121 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 567 | D | \$ 18.75 | 185,554 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 68 | D | \$ 18.76 | 185,486 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 336 | D | \$ 18.77 | 185,150 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 67 | D | \$ 18.78 | 185,083 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 53 | D | \$ 18.79 | 185,030 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 201 | D | \$ 18.8 | 184,829 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 67 | D | \$ 18.81 | 184,762 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 17 | D | \$ 18.82 | 184,745 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 134 | D | \$ 18.83 | 184,611 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 65 | D | \$ 18.84 | 184,546 | D | |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 394 | D | \$ 18.6 | 79,626 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 164 | D | \$ 18.63 | 79,462 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 230 | D | \$ 18.64 | 79,232 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S(1)</u> | 197 | D | \$ 18.65 | 79,035 | I | By Vision 2005 |

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|--------------|------------|------------------------|-----|---|----------|--------|---|-------------------------------------------------------------------------------------------|
| Common Stock | 12/11/2006 | <u>S⁽¹⁾</u> | 66 | D | \$ 18.66 | 78,969 | I | Investment Partners L.P. <u>(2)</u> By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S⁽¹⁾</u> | 99 | D | \$ 18.7 | 78,870 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S⁽¹⁾</u> | 99 | D | \$ 18.71 | 78,771 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S⁽¹⁾</u> | 182 | D | \$ 18.74 | 78,589 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S⁽¹⁾</u> | 277 | D | \$ 18.75 | 78,312 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S⁽¹⁾</u> | 32 | D | \$ 18.76 | 78,280 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S⁽¹⁾</u> | 164 | D | \$ 18.77 | 78,116 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |
| Common Stock | 12/11/2006 | <u>S⁽¹⁾</u> | 33 | D | \$ 18.78 | 78,083 | I | By Vision 2005 Investment Partners L.P. <u>(2)</u> |

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

SEC 1474
(9-02)

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. 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 Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
| | | | | 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 |
| White Gregory Francis C/O IROBOT CORPORATION 63 SOUTH AVENUE BURLINGTON, MA 01803 | | | President of Home Robots Div. | |

Signatures

/s/ Glen D. Weinstein, 12/13/2006
Attorney-in-Fact

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 4, 2006.
- The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and
- (2) 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.

Remarks:

1 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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