

Brooks Rodney A
Form 4
August 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------|---|--|---|--|
| | | | | Code | V Amount Price | | | | |
| Common Stock | 06/20/2006 | | J ⁽¹⁾ | V | 3,704 | A \$ 0 | 1,784,280 | D | |
| Common Stock | 08/22/2006 | | S ⁽²⁾ | | 100 | D \$ 18.18 | 1,784,180 | D | |
| Common Stock | 08/22/2006 | | S ⁽²⁾ | | 400 | D \$ 18.15 | 1,783,780 | D | |
| Common Stock | 08/22/2006 | | S ⁽²⁾ | | 100 | D \$ 18.11 | 1,783,680 | D | |
| Common Stock | 08/22/2006 | | S ⁽²⁾ | | 175 | D \$ 18.1 | 1,783,505 | D | |

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

See Footnote ⁽⁴⁾

Common
Stock

By The
Rodney
Brooks
2000
Family
Irrevocable
Trust ⁽⁵⁾

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

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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 Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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.

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