

Dyer Joseph Wendell
Form 4
June 02, 2011

FORM 4

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

OMB APPROVAL

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

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 *
Dyer Joseph Wendell

(Last) (First) (Middle)

C/O IROBOT CORPORATION, 8
CROSBY DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IROBOT CORP [IRBT]

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2011

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 Operating 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 | (D) | Price |
| Common Stock | 05/31/2011 | | M | | 25,000 | A | \$ 2.33 |
| | | | | | | | 73,624 |
| Common Stock | 05/31/2011 | | S ⁽¹⁾ | | 25,000 | D | \$ 32.7623 |
| | | | | | | | 48,624 |
| Common Stock | 06/01/2011 | | M | | 7,080 | A | \$ 2.33 |
| | | | | | | | 55,704 |
| Common Stock | 06/01/2011 | | S ⁽¹⁾ | | 7,080 | D | \$ 33.2606 |
| | | | | | | | 48,624 |
| | 06/01/2011 | | M | | 17,920 | A | \$ 2.78 |
| | | | | | | | 66,544 |

Edgar Filing: Dyer Joseph Wendell - Form 4

| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|-------------------|--------|---|---------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 06/01/2011 | | S ⁽¹⁾ | 17,920 | D | \$ 33.1119 (4) | 48,624 | D | |
| Common Stock | 06/02/2011 | | M | 408 | A | \$ 2.78 | 49,032 | D | |
| Common Stock | 06/02/2011 | | S ⁽¹⁾ | 408 | D | \$ 32.8543 (5) | 48,624 | D | |
| Common Stock | | | | | | | 100 | I | By stepson ⁽⁶⁾ |

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 2.33 | 05/31/2011 | | M | 25,000 | 09/11/2007 ⁽⁷⁾ 02/18/2014 | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 2.33 | 06/01/2011 | | M | 7,080 | 09/11/2007 ⁽⁷⁾ 02/18/2014 | Common Stock | 7,080 |
| Employee Stock Option (Right to Buy) | \$ 2.78 | 06/01/2011 | | M | 17,920 | 09/17/2009 ⁽⁷⁾ 09/17/2014 | Common Stock | 17,920 |

Buy)

Employee

Stock

| | | | | | | | | |
|--------|---------|------------|---|-----|---------------------------|------------|--------------|----|
| Option | \$ 2.78 | 06/02/2011 | M | 408 | 09/17/2009 ⁽⁷⁾ | 09/17/2014 | Common Stock | 40 |
|--------|---------|------------|---|-----|---------------------------|------------|--------------|----|

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dyer Joseph Wendell C/O IROBOT CORPORATION 8 CROSBY DRIVE BEDFORD, MA 01730 | | | Chief Operating Officer | |

Signatures

/s/ Glen D. Weinstein,
Attorney-in-Fact

06/02/2011

**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 October 26, 2009, as amended on December 6, 2010.

The range of prices for the transaction reported on this line was \$32.6701 to \$32.8558. The average weighted price was \$32.7623. 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.
- (2) The range of prices for the transaction reported on this line was \$33.00 to \$33.49. The average weighted price was \$33.2606. 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 range of prices for the transaction reported on this line was \$32.70 to \$33.49. The average weighted price was \$33.1119. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) The range of prices for the transaction reported on this line was \$32.82 to \$32.89. The average weighted price was \$32.8543. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) 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 shares for purposes of Section 16 or any other purpose.
- (6) This option is currently exercisable.

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.