Edgar Filing: Brooks Rodney A - Form 4

| Brooks Roc Form 4 | • | | | | | | | | | |
|--|---|---|--|-----------|---|----------------------|---|-------------------------------|-----------|--|
| April 20, 20 | ЛЛ | | | | | | | - | PROVAL | |
| Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | |
| Check t if no lor subject | nger STATEN | MENT OF CH | | | FICL | ERSHIP OF | Expires: Estimated a | January 31, 2005 verage | | |
| Section Form 4 | or | | | RITIES | | | burden hou response | 0 | | |
| 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 Brooks Ro | ıbol | er Name and Ticker or Trading 5. Relationship Issuer | | | | | f Reporting Person(s) to | | | |
| | | | ate of Earliest | | 1 | | (Check | neck all applicable) | | |
| C/O IROB CROSBY | nth/Day/Year) 19/2011 | | | - | _X_ Director 10% Owner Officer (give title Other (specify below) below) | | | | | |
| | Amendment, I d(Month/Day/Ye | - | nal | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | | |
| BEDFORD, MA 01730 BEDFORD, MA 01730 Application Elliep Form filed by More th Person | | | | | | | | | | |
| (City) | (State) | (Zip) | Table I - Non- | Derivativ | e Secu | rities Acqui | red, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date any (Month/Day/Ye | Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) | | | (D) | 5. Amount of Securities6.7. Nature of IndirectBeneficiallyForm:Beneficial Direct (D)OwnedDirect (D)Ownership FollowingFollowingor Indirect(Instr. 4)Reported(I) | | | |
| | | | Code V | Amount | (A) or (D) | Price \$ | Transaction(s) (Instr. 3 and 4) | (Instr. 4) | | |
| Common Stock | 04/19/2011 | | S <u>(1)</u> | 1,000 | D | 35.5552 (2) | 567,359 | D | | |
| Common Stock | 04/19/2011 | | S <u>(1)</u> | 1,000 | D | \$ 35.556 (3) | 566,359 | D | | |
| Common Stock | 04/19/2011 | | S <u>(1)</u> | 1,000 | D | \$ 35.5625 (4) | 565,359 | D | | |
| Common Stock | 04/20/2011 | | S <u>(1)</u> | 1,000 | D | \$ 36.149 (5) | 564,359 | D | | |
| | 04/20/2011 | | S <u>(1)</u> | 1,000 | D | | 563,359 | D | | |

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| Common Stock | | | | | \$ 36.1268 (6) | | |
|-----------------|------------|--------------|-------|---|----------------------|---------|---|
| Common Stock | 04/20/2011 | S <u>(1)</u> | 1,000 | D | \$ 36.1441 (7) | 562,359 | D |

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|--------------------|---------|--|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration D | ate | Amou | int of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | /Year) | Under | lying | Security | Secu |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Other

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|------------|---------|--|--|--|
| | Director | 10% Owner | Officer | | | |
| Brooks Rodney A C/O IROBOT CORPORATION 8 CROSBY DRIVE BEDFORD, MA 01730 | Х | | | | | |
| Signatures | | | | | | |
| /s/ Glen D. Weinstein, Attorney-in-Fact | | 04/20/2011 | | | | |

**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 June 14, 2010.

The range of prices for the transaction reported on this line was \$35.43 to \$35.71. The average weighted price was \$35.552. The (2) 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 \$35.42 to \$35.69. The average weighted price was \$35.556. The reporting(3) 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 \$35.43 to \$35.77. The average weighted price was \$35.5625. The
(4) 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 \$35.70 to \$36.50. The average weighted price was \$36.149. The reporting(5) 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 \$35.70 to \$36.46. The average weighted price was \$36.1268. The(6) 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 \$35.70 to \$36.51. The average weighted price was \$36.1441. The

 (7) 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.

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.