Edgar Filing: IROBOT CORP - Form 4

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Form 4													
April 03, 201	1 /									OMB A	PPROVA	۹L	
	UNITED	STATES		RITIES A shington			NGE	COMMISSI	ON	OMB Number:	3235	-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed put inue.	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								Estimated average burden hours per response		ry 31, 2005 0.5	
(Print or Type I	Responses)												
1. Name and Address of Reporting Person *2. IssSAGAN PAULSymbol				mbol					5. Relationship of Reporting Person(s) to Issuer				
			IROBOT CORP [IRBT]					(Check all applicable)					
(Month				Date of Earliest Transaction Month/Day/Year) 3/30/2012			X Directo Officer below)			% Owner her (specify			
				Amendment, Date Original d(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
CAMBRID	GE, MA 02142									ore than One R			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Secu	rities A	cquired, Dispos	ed of,	or Beneficia	lly Owne	d	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I)	Ownership orm: Direct)) or Indirect hstr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al iip	
Reminder: Rep	ort on a separate line	e for each cla	ss of sec	urities bene	-		-	or indirectly.	ollecti	ion of s	SEC 1474		

Persons who respond to the collection of SEC 1474 information contained in this form are not (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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	03/30/2012		А	412.69		(2)	(2)	Common Stock	412.69	\$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SAGAN PAUL C/O AKAMAI TECHNOLOGIES, INC. 8 CAMBRIDGE CENTER CAMBRIDGE, MA 02142	Х						
Signatures							
/s/ Glen D. Weinstein, Attorney-in-Fact	04/03/	/2012					

<u>**</u>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 phantom stock was accrued under the iRobot Corporation Non-Employee Directors' Deferred Compensation Program and is convertible into shares of iRobot common stock on a 1-for-1 basis.

(2) The phantom stock becomes payable in shares of iRobot common stock upon the reporting person's termination of service as a director.

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.