IROBOT CORP Form 4 October 03, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

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 Address of Reporting Person * White Gregory Francis

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

IROBOT CORP [IRBT]

Symbol

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner

C/O IROBOT CORPORATION, 63

10/02/2006

Other (specify _X__ Officer (give title below)

SOUTH AVENUE

President of Home Robots Div.

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BURLINGTON, MA 01803

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefi							ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	10/02/2006		S <u>(1)</u>	42	D	\$ 20.49	215,891	D	
Common Stock	10/02/2006		S <u>(1)</u>	42	D	\$ 20.51	215,849	D	
Common Stock	10/02/2006		S <u>(1)</u>	42	D	\$ 20.55	215,807	D	
Common Stock	10/02/2006		S <u>(1)</u>	42	D	\$ 20.56	215,765	D	
Common Stock	10/02/2006		S <u>(1)</u>	42	D	\$ 20.57	215,723	D	

Common Stock	10/02/2006	S <u>(1)</u>	293	D	\$ 20.59	215,430	D	
Common Stock	10/02/2006	S(1)	84	D	\$ 20.6	215,346	D	
Common Stock	10/02/2006	S <u>(1)</u>	126	D	\$ 20.61	215,220	D	
Common Stock	10/02/2006	S(1)	1	D	\$ 20.62	215,219	D	
Common Stock	10/02/2006	S <u>(1)</u>	42	D	\$ 20.68	215,177	D	
Common Stock	10/02/2006	S <u>(1)</u>	42	D	\$ 20.7	215,135	D	
Common Stock	10/02/2006	S <u>(1)</u>	85	D	\$ 20.72	215,050	D	
Common Stock	10/02/2006	S(1)	84	D	\$ 20.73	214,966	D	
Common Stock	10/02/2006	S <u>(1)</u>	42	D	\$ 20.74	214,924	D	
Common Stock	10/02/2006	S <u>(1)</u>	126	D	\$ 20.75	214,798	D	
Common Stock	10/02/2006	S <u>(1)</u>	210	D	\$ 20.76	214,588	D	
Common Stock	10/02/2006	S <u>(1)</u>	42	D	\$ 20.77	214,546	D	
Common Stock	10/02/2006	S <u>(1)</u>	117	D	\$ 20.06	190,103	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S <u>(1)</u>	60	D	\$ 20.13	190,043	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S(1)	21	D	\$ 20.14	190,022	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S <u>(1)</u>	21	D	\$ 20.16	190,001	I	By Vision 2005 Investment Partners

								L.P. $\frac{(2)}{}$
Common Stock	10/02/2006	S(1)	17	D	\$ 20.17	189,984	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S(1)	24	D	\$ 20.18	189,960	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S <u>(1)</u>	41	D	\$ 20.21	189,919	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S <u>(1)</u>	21	D	\$ 20.22	189,898	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S <u>(1)</u>	82	D	\$ 20.24	189,816	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S <u>(1)</u>	123	D	\$ 20.25	189,693	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S <u>(1)</u>	62	D	\$ 20.26	189,631	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S <u>(1)</u>	78	D	\$ 20.27	189,553	I	By Vision 2005 Investment Partners L.P. (2)
Common Stock	10/02/2006	S <u>(1)</u>	66	D	\$ 20.28	189,487	I	By Vision 2005 Investment Partners L.P. (2)

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	le Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Renorting (Iwner Name / Address	

10% Owner Officer Director Other

White Gregory Francis C/O IROBOT CORPORATION **63 SOUTH AVENUE BURLINGTON, MA 01803**

President of Home Robots

Div.

Signatures

/s/ Glen D. Weinstein, 10/03/2006 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).
- 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, **(1)** 2006.
- 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.

Remarks:

Reporting Owners 4

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