Kern Paul J Form 4 October 02, 2009

## 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 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)

(Last)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Kern Paul J

(First) (Middle)

C/O THE COHEN GROUP, 1200 NINETEENTH ST, NW

(Street)

4. If Amendment, Date Original

2. Issuer Name and Ticker or Trading Symbol

IROBOT CORP [IRBT]

3. Date of Earliest Transaction

(Month/Day/Year) 09/30/2009

Filed(Month/Day/Year)

Officer (give title

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X\_ Director

Applicable Line)

WASHINGTON, DC 20036

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code (Instr. 8)

Code V

Disposed of (D) (Instr. 3, 4 and 5)

Owned Following Reported (A) or

Transaction(s) (Instr. 3 and 4) Amount (D) Price

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

10% Owner

Other (specify

Estimated average

burden hours per

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

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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

#### Edgar Filing: Kern Paul J - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Inst
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	09/30/2009	A	761.58		<u>(2)</u>	(2)	Common Stock	761.58	\$ 1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kern Paul J C/O THE COHEN GROUP 1200 NINETEENTH ST, NW WASHINGTON, DC 20036	X						

## **Signatures**

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

10/02/2009

\*\*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 phantom stock was accrued under the iRobot Coporation 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.

Reporting Owners 2