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Kern Paul J Form 4										
July 02, 2012										
•	Л								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								NOMB Number:	3235-028	7
Check this if no longe subject to Section 16. Form 4 or	r STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES							January 31 2009 average urs per . 0.9	5
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 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 Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> Kern Paul J			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			IROBOT CORP [IRBT]				(Check all applicable)			
(Last)	(First) (Middle)		of Earliest T	ransaction					
C/O THE COHEN GROUP, 1200 NINETEENTH ST, NW			(Month/Day/Year) 06/30/2012			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
WASHINGT	ON, DC 20036						Person	More than One K	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	ally Owned	
	. Transaction Date Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price				
Reminder: Repor	rt on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforn requi	nation cont red to resp	spond to the colle tained in this form ond unless the for ntly valid OMB co	i are not rm	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	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

number.

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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>	06/30/2012		А	395.03		(2)	(2)	Common Stock	395.03	\$ 2

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	Х						
Signatures							
/s/ Glen D. Weinstein, Attorney-in-Fact		07/02/2	012				

<u>**Signature of Reporting Person</u>

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).

Date

(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.