

IROBOT CORP
Form 4
November 16, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *
GEISSER ANDREA

(Last) (First) (Middle)

C/O FENWAY PARTNERS, 152
WEST 57TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IROBOT CORP [IRBT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/07/2006		J ⁽¹⁾	V	1,225,848	D	\$ 0
					10,139	⁽²⁾	⁽³⁾
							By FPIP Trust, LLC, FPIP, LLC and Fenway Partners II, LLC ⁽⁴⁾
Common Stock	11/14/2006		S		9,595	⁽⁵⁾	D
					\$ 544	⁽⁷⁾	⁽⁶⁾
						⁽³⁾	By FPIP Trust, LLC and

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEISSER ANDREA C/O FENWAY PARTNERS 152 WEST 57TH STREET NEW YORK, NY 10019	X			

Signatures

/s/ Andrea Geisser 11/16/2006

**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) Pro-rata distribution in-kind of 1,225,848 shares without consideration to the limited and general partners of Fenway Partners Capital Fund II, L.P, including Fenway Partners II, LLC.
- (2)

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Consists of 10,139 shares which the represent the reporting person's pecuniary interest in the shares held by FPIP Trust, LLC, FPIP, LLC and Fenway Partners II, LLC. This Form 4 no longer reflects shares in which the reporting person has no pecuniary interest.

- (3) The reporting person also directly beneficially owns 10,000 shares of Common Stock.

Consists of shares held by FPIP Trust, LLC, FPIP, LLC and Fenway Partners II, LLC. The reporting person is a managing director of Fenway Partners II, LLC. The reporting person is a managing director of Fenway Partners, Inc., the managing member of FPIP Trust, LLC and FPIP, LLC. This Form 4 no longer reflects shares in which the reporting person has no pecuniary interest.

- (4) Fenway Partners II, LLC. The reporting person is a managing director of Fenway Partners, Inc., the managing member of FPIP Trust, LLC and FPIP, LLC. This Form 4 no longer reflects shares in which the reporting person has no pecuniary interest.
- (5) Consists of 9,595 shares which the represent the reporting person's pecuniary interest in the sale of shares by Fenway Partners II, LLC.
- (6) Represents multiple same day transactions at prices ranging from \$19.30 to \$20.30.

- (7) Consists of 544 shares which the represent the reporting person's pecuniary interest in the shares held by FPIP Trust, LLC and FPIP, LLC. This Form 4 no longer reflects shares in which the reporting person has no pecuniary interest.

- Consists of shares held by FPIP Trust, LLC and FPIP, LLC. The reporting person is a managing director of Fenway Partners, Inc., the managing member of FPIP Trust, LLC and FPIP, LLC. This Form 4 no longer reflects shares in which the reporting person has no pecuniary interest.
- (8) managing member of FPIP Trust, LLC and FPIP, LLC. This Form 4 no longer reflects shares in which the reporting person has no pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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