

IROBOT CORP
Form 4
August 10, 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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCNAMEE GEORGE C

(Last) (First) (Middle)

C/O FA TECHNOLOGY
VENTURES, 677 BROADWAY

(Street)

ALBANY, NY 12207

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2006

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/08/2006		J ⁽¹⁾	V	1,485	A	\$ 0	98,811	D	
Common Stock	08/08/2006		J ⁽²⁾	V	1,485	D	\$ 0	114,617	I	See Footnote ⁽³⁾
Common Stock	08/08/2006		S		883	D	\$ 19.16	113,734	I	See Footnote ⁽³⁾
Common Stock	08/09/2006		S		1,000	D	\$ 18.7	112,734	I	See Footnote ⁽³⁾
Common Stock	08/10/2006		S		14,788	D	\$ 18.59	97,946	I	See Footnote ⁽³⁾

See
Footnote ⁽³⁾See
Footnote ⁽³⁾See
Footnote ⁽³⁾See
Footnote ⁽³⁾

Common
Stock

4,000

I

By Wife of
Reporting
Person ⁽⁴⁾

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

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(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. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCNAMEE GEORGE C C/O FA TECHNOLOGY VENTURES 677 BROADWAY ALBANY, NY 12207	X

Signatures

/s/ Glen D. Weinstein,
Attorney-in-Fact 08/10/2006

**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) These shares were received by the reporting person in his capacity as a member of one or more of the funds described in footnote 3.

(2) Pro-rata distribution in-kind of 1,485 shares without consideration to the reporting person from FA Technology Managers, LLC.

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- Consists of shares held by FA Technology Ventures, L.P., FA Technology Managers, LLC and First Albany Private Fund 2004, LLC of which the reporting person is a partner of the general partner of FA Technology Ventures, L.P., a manager of FA Technology Managers, LLC and a manager of the manager of First Albany Private Fund 2004, LLC. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest, 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.
- (3)

- 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.
- (4)

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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