

WACHOB ROBERT D
Form 4/A
August 16, 2011

FORM 4

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

OMB APPROVAL

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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 *
WACHOB ROBERT D

2. Issuer Name and Ticker or Trading Symbol
ROGERS CORP [ROG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ROGERS CORPORATION, ONE TECHNOLOGY DRIVE PO BOX 188

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2011

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

(Street)
ROGERS, CT 06263-0188

4. If Amendment, Date Original Filed(Month/Day/Year)
08/08/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Capital (Common) Stock ⁽¹⁾ | 08/05/2011 | | A | 20,797 | A \$ 0 82,823.343 | D | |
| Capital (Common) Stock | | | | | 5,880.0705 | I | By 401(k) Plan |

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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 48.7 | 08/05/2011 | | A | 50,000 | 08/05/2013 ⁽²⁾ 03/01/2015 ⁽³⁾ | Capital (Common) Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WACHOB ROBERT D C/O ROGERS CORPORATION ONE TECHNOLOGY DRIVE PO BOX 188 ROGERS, CT 06263-0188 | X | | President and CEO | |

Signatures

Alice R. Tetreault as Power of Attorney
Date: 08/16/2011

**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) Represents the award of Time-Based Restricted Stock Units that convert to common stock on a one-for-one basis pursuant to the 2009 Long-Term Equity Compensation Plan. This Time-Based Restricted Stock Unit award vests in one-third increments on the first, second and third anniversary of the grant date unless the grantee should: (i) die or become disabled or (ii) be terminated without cause. In each such case there shall be immediate vesting in full of the award.

(2) This Non-Qualified Stock Option was granted pursuant to the 2009 Long-Term Equity Compensation Plan and is exercisable as follows: 50% on the second anniversary of the Effective Date (8/5/11), 75% on the third anniversary of the Effective Date and 100% on March 1, 2015.

(3) This form is being amended to correct the vesting schedule of the Employee Stock Option for 50,000 shares.

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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