

WACHOB ROBERT D

Form 4/A

February 22, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WACHOB ROBERT D

(Last) (First) (Middle)

**C/O ROGERS CORP, ONE
TECHNOLOGY DRIVE PO BOX
188**

(Street)

ROGERS, CT 06263-0188

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/17/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 (D) Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 48	02/15/2006	A	33,500			02/15/2008 ⁽¹⁾	02/15/2016	Capital (Common)Stock
Employee Stock Option (Right to Buy)	\$ 48	02/15/2006	A	4,000			02/15/2009 ⁽²⁾	02/15/2016	Capital (Common) Stock

Reporting Owners

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

Signatures

Eileen D. Kania as Power of Attorney

02/22/2006

****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) This Non-Qualified Stock Option is granted pursuant to the 2005 Equity Compensation Plan and is exercisable as follows: 12,500 Shares on 2/15/2008; 10,500 Shares on 2/15/2009 and 10,500 Shares on 2/15/2010.
- (2) This Incentive Stock Option is granted pursuant to the 2005 Equity Compensation Plan and is exercisable as follows: 2,000 Shares on 2/15/2009 and 2,000 Shares on 2/15/2010.
- (3) Mr. Wachob also indirectly owns 5,691.3121 shares of Rogers Corporation Capital (Common) Stock through the Company's 401(k) plan.

Remarks:

This Form 4 is being amended to revise the vesting schedule for the Non-Qualified Stock Option Grant in footnote 1 (one).
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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