

ROGERS CORP
Form 4
April 12, 2005

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 *
BOOMER WALTER E

(Last) (First) (Middle)
65 HAMLET HILL ROAD

(Street)

POMFRET CENTER, CT 06259

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/08/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (\$) | | |
| Capital (Common) Stock | 04/08/2005 | | M | | 6,908 A 27.69 ⁽¹⁾ | | D |
| Capital (Common) Stock | 04/08/2005 | | M | | 562 A \$ 0 ⁽²⁾ | | D |
| Capital (Common) Stock | 04/08/2005 | | M | | 1,596 A \$ 0 ⁽³⁾ | | D |
| | | | | | | | ⁽⁴⁾ 53,378.227 |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units | \$ 0 ⁽¹⁾ | 04/08/2005 | | M | 6,908 | 04/08/2005 | 04/08/2005 | Capital (Common) Stock | 6,908 |
| Phantom Stock Units | \$ 0 ⁽²⁾ | 04/08/2005 | | M | 562 | 04/08/2005 | 04/08/2005 | Capital (Common) Stock | 562 |
| Phantom Stock Units | \$ 0 ⁽³⁾ | 04/08/2005 | | M | 1,596 | 04/08/2005 | 04/08/2005 | Capital (Common) Stock | 1,596 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOOMER WALTER E 65 HAMLET HILL ROAD POMFRET CENTER, CT 06259 | | X | | |

Signatures

Eileen D. Kania as Power of Attorney

04/12/2005

 **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).

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- (1) The Phantom Stock Units were accrued under the Rogers Corporation Voluntary Deferred Compensation Plan for Key Employees and are being settled in shares of Rogers Corporation Capital (Common) Stock pursuant to the reporting person's deferral election. The Phantom Stock Units convert to common stock on a one-for-one basis.

- (2) The Phantom Stock Units were accrued on various dates during 2000 at prices ranging from \$27.69 to \$41.00 per unit under the Rogers Corporation Voluntary Deferred Compensation Plan for Key Employees and are being settled in shares of Rogers Corporation Capital (Common) Stock pursuant to the reporting person's deferral election. The Phantom Stock Units convert to common stock on a one-for-one basis.

- (3) The Phantom Stock Units were accrued on various dates during 2001 at prices ranging from \$25.46 to \$34.75 per unit under the Rogers Corporation Voluntary Deferred Compensation Plan for Key Employees and are being settled in shares of Rogers Corporation Capital (Common) Stock pursuant to the reporting person's deferral election. The Phantom Stock Units convert to common stock on a one-for-one basis.

- (4) Mr. Boomer also indirectly owns 4,910.63941 shares of Rogers Corporation Capital (Common) Stock through the Company's 401(k) plan.

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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