

ROGERS CORP
Form 3/A
September 01, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Smith W David | | (Month/Day/Year) | ROGERS CORP [ROG] | |
| (Last) | (First) | (Middle) | 08/24/2006 | |
| ONE TECHNOLOGY DRIVE, | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| P.O. BOX 188 | | (Check all applicable) | | 09/01/2006 |
| (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| ROGERS,Â CTÂ 06263-0188 | | VP Manuf. & IT | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Capital (Common) Stock | 153.787 | D ⁽¹⁾ | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-----------------|------------------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | 10/18/2002 ⁽²⁾ | 10/18/2010 | Capital (Common) Stock | 4,000 | \$ 34.25 | D | Â |
| Employee Stock Option (Right to Buy) | 10/23/2003 ⁽³⁾ | 10/23/2011 | Capital (Common) Stock | 4,000 | \$ 34.09 | D | Â |
| Employee Stock Option (Right to Buy) | 10/23/2004 ⁽⁴⁾ | 10/23/2012 | Capital (Common) Stock | 6,000 | \$ 26.11 | D | Â |
| Employee Stock Option (Right to Buy) | 10/29/2005 ⁽⁵⁾ | 10/29/2013 | Capital (Common) Stock | 10,000 | \$ 38.53 | D | Â |
| Employee Stock Option (Right to Buy) | 04/29/2004 ⁽⁶⁾ | 04/29/2014 | Capital (Common) Stock | 10,000 | \$ 59.85 | D | Â |
| Employee Stock Option (Right to Buy) | 04/28/2005 ⁽⁷⁾ | 04/28/2015 | Capital (Common) Stock | 12,000 | \$ 34.83 | D | Â |
| Employee Stock Option (Right to Buy) | 02/15/2008 ⁽⁸⁾ | 02/15/2016 | Capital (Common) Stock | 7,200 | \$ 48 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith W David ONE TECHNOLOGY DRIVE, P.O. BOX 188 ROGERS, CT 06263-0188 | Â | Â | Â VP Manuf. & IT | Â |

Signatures

Amy M. Vertefeuille as Power of Attorney 09/01/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Mr. Smith also indirectly owns 1,084.8097 shares of Rogers Corporation Capital (Common) Stock through the Company's 401(k) plan.
- (2) This Incentive Stock Option was granted pursuant to the 1998 Stock Incentive Plan and became exercisable in one-third increments on the second, third and fourth anniversary dates of the grant.
- (3)

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This Non-Qualified Stock Option was granted pursuant to the 1990 Stock Option Plan and became exercisable in one-third increments on the second, third and fourth anniversary dates of the grant.

- (4) This Non-Qualified Stock Option was granted pursuant to the 1990 Stock Option plan and was initially exercisable in one-third increments on the second, third and fourth anniversary dates of the grant. This option was later accelerated so that it became fully vested on 12-13-05; however, the shares cannot be sold or otherwise disposed of until the option normally would have vested. The unexercised portion of the grant vests as follows: 3,000 shares on 10-23-05, and 3,000 shares on 10-23-06.

- (5) This Non-Qualified Stock Option was granted pursuant to the 1990 Stock Option Plan and was initially exercisable as follows: 3,334 shares on 10-29-05, 3,333 shares on 10-29-06 and 3,333 shares on 10-29-07. This option was later accelerated so that it became fully vested on 11-11-05; however, the shares cannot be sold or otherwise disposed of until the option normally would have vested.

- (6) This Non-Qualified Stock Option was granted pursuant to the 1990 Stock Option Plan and was immediately exercisable as of the grant date. However, no shares received from the exercise of the stock option grant can be sold before 4-29-08 unless the optionee's employment is ended due to retirement, disability, death or involuntary termination.

- (7) This Non-Qualified Stock Option was granted pursuant to the 2005 Equity Compensation Plan and was immediately exercisable as of the grant date. However, no shares received from the exercise of the stock option can be sold before 4-28-09 unless the optionee's employment is ended due to retirement, disability, death or involuntary termination.

- (8) This Non-Qualified Stock Option was granted pursuant to the 2005 Equity Compensation Plan and is exercisable in one-third increments on the second, third and fourth anniversary dates of the grant.

Â

Remarks:

ThisÂ amendmentÂ wasÂ madeÂ toÂ noteÂ #1Â toÂ correctÂ anÂ errorÂ inÂ sharesÂ indirectlyÂ owned.

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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