BROOKS AUTOMATION INC

Form 4 March 27, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ALLEN A CLINTON

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol

BROOKS AUTOMATION INC

(Check all applicable)

[BRKS]

(Last)

(City)

Common

Stock

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O BROOKS AUTOMATION. INC., 15 ELIZABETH DRIVE

(Street)

(State)

03/23/2006

4. If Amendment, Date Original

03/23/2006

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

CHELMSFORD, MA 01824

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount Price (D)

Α

5,000

A

(1) 5,000

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: BROOKS AUTOMATION INC - Form 4

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. Transactic Code (Instr. 8)	5. Number of or 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 Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 18.72	03/23/2006		D	10,000	10/01/2004(3)	07/01/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.7	03/23/2006		D	25,000	10/01/2004(5)	10/01/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ALLEN A CLINTON C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824



Signatures

/s/ By Thomas S. Grilk Attorney-in-Fact for A. Clinton Allen

03/23/2006

**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).
- On March 23, 2006, the issuer cancelled, pursuant to a Restricted Stock and Option Cancellation Agreement, options granted to the reporting person on July 1, 2004 and October 1, 2003. In exchange for the options and for \$.01 per share, the the reporting person received 5000 shares of restricted stock.
- (2) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on July 1, 2004.
- (3) The cancelled option provided for vesting in 16 equal quarterly increments beginning on the date set forth in Table II, Column 6.
- (4) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on October 1, 2003.
- (5) The cancelled option provided for vesting in five equal annual increments commencing on the date set forth in Table II, Column 6. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: BROOKS AUTOMATION INC - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.