

BROOKS AUTOMATION INC

Form 4

April 03, 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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARTIN JOSEPH R

2. Issuer Name **and** Ticker or Trading  
Symbol  
BROOKS AUTOMATION INC  
[BRKS]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2006

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

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

CHELMSFORD, MA 01824

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/31/2006		A		5,000	A	<u>11</u> 5,000

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)**

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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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 18.72	03/31/2006		D	10,000	10/01/2004 <sup>(3)</sup> 07/01/2011	Common Stock
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 23.67	03/31/2006		D	10,000	07/01/2003 <sup>(5)</sup> 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy) <u>(6)</u>	\$ 34.65	03/31/2006		D	15,000	05/13/2003 <sup>(5)</sup> 05/13/2012	Common Stock
Non-Qualified Stock Option (right to buy) <u>(7)</u>	\$ 45.77	03/31/2006		D	5,000	07/02/2002 <sup>(5)</sup> 07/02/2011	Common Stock
Non-Qualified Stock Option (right to buy) <u>(8)</u>	\$ 53.96	03/31/2006		D	10,000	06/11/2002 <sup>(5)</sup> 06/11/2011	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN JOSEPH R C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824	X			

## Signatures

/s/ By Thomas S. Grilk Attorney-in-Fact for Joseph R.  
Martin

03/31/2006

           \*\*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 the date indicated in Table I, Column 2 and Table II, Column 3, the issuer cancelled, pursuant to a Restricted Stock and Option

- (1) Cancellation Agreement, options granted to the reporting person. In exchange for the options and for \$.01 per share, 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 July 1, 2002.
- (5) The cancelled option provided for vesting in five equal annual increments commencing on the date set forth in Table II, Column 6.
- (6) 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 May 13, 2002.
- (7) 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 2, 2001.
- (8) 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 June 11, 2001.

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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