BROOKS AUTOMATION INC

Form 4 June 13, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

GENTILCORE JAMES

(Middle) (First)

C/O BROOKS AUTOMATION, 15 **ELIZABETH DRIVE**

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

BROOKS AUTOMATION INC [BRKS]

3. Date of Earliest Transaction

(Month/Day/Year) 06/11/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner Other (specify X_ Officer (give title

below) President & COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

| CHELMSFO |)RD, . | MA (|)1824 |
|----------|--------|------|-------|
|----------|--------|------|-------|

| (City) | (State) | (Zip) Tal | ole I - Non- | -Derivative | Securi | ities Acquire | ed, Disposed of, o | 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. Transactic Code (Instr. 8) | 4. Securitie or Disposed o (Instr. 3, 4) Amount | f (D) | uired (A) or Price | 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) |
| Common Stock | 06/11/2007 | | M | 7,770 | A | \$ 7.75 | 72,725 | D | |
| Common Stock | 06/11/2007 | | M | 3,641 | A | \$ 10.13 | 76,366 | D | |
| Common Stock | 06/11/2007 | | S | 11,411 | D | \$ 17.9 | 64,955 | D | |
| Common Stock | 06/12/2007 | | M | 79,609 | A | \$ 10.13 | 144,564 | D | |
| Common Stock | 06/12/2007 | | M | 9,375 | A | \$ 13.03 | 153,939 | D | |

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| Common Stock | 06/12/2007 | M | 41,626 | A | \$ 15.51 | 195,565 | D | |
|-----------------|------------|---|---------|---|---------------|---------|-------|--------------------------|
| Common Stock | 06/12/2007 | M | 8,382 | A | | 203,947 | D | |
| Common Stock | 06/12/2007 | S | 138,992 | D | \$ 17.8297 | 64,955 | D | |
| Common Stock | 06/13/2007 | M | 5,771 | A | \$ 17.34 | 70,726 | D | |
| Common Stock | 06/13/2007 | S | 5,771 | D | \$ 17.8 | 64,955 | D | |
| Common Stock | | | | | | 1,376 | I (1) | By managed account |

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 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amour Underlying Securit (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|---|--|--------------------|--|---------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Non-Qualified Stock Option | \$ 7.75 | 06/11/2007 | | M | 7,770 | <u>(2)</u> | 04/16/2013 | Common Stock | 7,7 |
| Non-Qualified Stock Option | \$ 10.13 | 06/11/2007 | | M | 3,641 | <u>(4)</u> | 12/13/2012 | Common Stock | 3,6 |
| Non-Qualified Stock Option | \$ 10.13 | 06/12/2007 | | M | 79,609 | <u>(4)</u> | 12/13/2012 | Common Stock | 79,0 |
| Non-Qualified Stock Option | \$ 13.03 | 06/12/2007 | | M | 9,375 | (5) | 10/26/2012 | Common Stock | 9,3 |
| Non-Qualified Stock Option | \$ 15.51 | 06/12/2007 | | M | 41,626 | <u>(6)</u> | 12/30/2014 | Common Stock | 41,6 |
| Non-Qualified | \$ 17.34 | 06/12/2007 | | M | 8,382 | <u>(7)</u> | 04/28/2014 | Common | 8,3 |

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Stock Option Stock

Non-Qualified Stock Option

\$ 17.34

06/13/2007

M

5,771

(7) 04/28/2014

Common Stock

5,7

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GENTILCORE JAMES C/O BROOKS AUTOMATION 15 ELIZABETH DRIVE CHELMSFORD, MA 01824

President & COO

Signatures

/s/ Thomas S. Grilk, attorney-in-fact for James F. Gentilcore

06/13/2007

**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) These shares are held by the reporting person's 401K Plan.
- The shares consist of an option for 7,770 shares of common stock that was granted on April 16, 2003 and became exercisable with respect
- (2) to 1/4 of the shares subject to the option on each anniversary of the date of the grant, beginning on the first anniversary of the date of grant, such that the option became fully exercisable as of the fourth anniversary of the date of grant.
- (3) No amount was paid upon grant of the option. The reporting person pays for the shares upon exercise of the option pursuant to the price listed in Column 2.
- The shares are part of an option for 83,250 shares of common stock that was granted on December 13, 2002 and became exercisable with (4) respect to 1/4 of the shares subject to the option on each anniversary of the date of the grant, beginning on the first anniversary of the date of grant, such that the option became fully exercisable as of the fourth anniversary of the date of grant.
- The shares are part of an option for 25,000 shares of common stock that was granted on October 26, 2005 and becomes exercisable with (5) respect to 1/16 of the shares subject to the option every three months following the date of grant, such that the option becomes fully exercisable as of 48 months following the date of grant.
- The shares are part of an option for 83,250 shares of common stock that was granted on December 30, 2004 and becomes exercisable (6) with respect to 1/4 of the shares subject to the option on each anniversary of the grant, beginning on the first anniversary of the date of grant, such that the option becomes fully exercisable as of the fourth anniversary of the date of grant.
- The shares are part of an option for 18,870 shares of common stock that was granted on April 28, 2004 and becomes exercisable with respect to 1/4 of the shares subject to the option on each anniversary of the grant, beginning on the first anniversary of the date of grant, such that the option becomes fully exercisable as of the fourth anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.

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