

BROOKS AUTOMATION INC
Form 4
October 28, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
GENTILCORE JAMES

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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 10/26/2005 | | A | 3,446 | A | 11 | 3,446 D |
| Common Stock | 10/26/2005 | | A | 12,500 | A | \$ 0.01 | 15,946 D |
| Common Stock | 10/26/2005 | | A | 1,376 | A | 2 | 1,376 I By 401(k) Plan |

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 required to respond unless the form

SEC 1474 (9-02)

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)

| 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) | 8. Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 10.13 | 10/26/2005 | | A | | 83,250 | | (3) | 12/13/2012 | Common Stock | 83,250 |
| Stock Option (Right to Buy) | \$ 7.75 | 10/26/2005 | | A | | 7,770 | | (5) | 04/16/2013 | Common Stock | 7,770 |
| Stock Option (Right to Buy) | \$ 17.34 | 10/26/2005 | | A | | 18,870 | | (7) | 04/28/2014 | Common Stock | 18,870 |
| Stock Option (Right to Buy) | \$ 15.51 | 10/26/2005 | | A | | 83,250 | | (9) | 12/30/2014 | Common Stock | 83,250 |
| Stock Option (Right to Buy) | \$ 12.69 | 10/26/2005 | | A | | 25,000 | | (11) | 10/26/2012 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GENTILCORE JAMES C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824 | | | President & COO | |

Signatures

/s/ Lynda M. Avallone as Attorney-in-Fact for James E. Gentilcore

10/28/2005

__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).
- (1) Received in exchange for 3,105 shares of Helix Technology Corporation common stock in connection with the merger of Helix Technology Corporation and a wholly-owned subsidiary of Brooks Automation, Inc. (the "Merger"). On the effective date of the Merger, the closing price of Helix Technology Corporation's common stock was \$13.96 per share, and the closing price of Brooks Automation, Inc.'s common stock was \$12.69 per share.
 - (2) Received in the Merger in exchange for 1,240 shares of Helix Technology Corporation common stock.
 - (3) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on December 13, 2002. This option becomes exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
 - (4) Received in the Merger in exchange for a stock option to acquire 75,000 shares of Helix Technology Corporation common stock for \$11.2350 per share.
 - (5) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on April 16, 2003. This option becomes exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
 - (6) Received in the Merger in exchange for a stock option to acquire 7,000 shares of Helix Technology Corporation common stock for \$8.5950 per share.
 - (7) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on April 28, 2004. This option becomes exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
 - (8) Received in the Merger in exchange for a stock option to acquire 17,000 shares of Helix Technology Corporation common stock for \$19.2450 per share.
 - (9) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on December 30, 2004. This option becomes exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
 - (10) Received in the Merger in exchange for a stock option to acquire 75,000 shares of Helix Technology Corporation common stock for \$17.2150 per share.
 - (11) This option becomes exercisable with 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.
 - (12) No amount was paid upon grant of the option. The reporting person will pay for the shares upon exercise of the option pursuant to the price listed in Column 2.

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.