

BROOKS AUTOMATION INC
 Form 4
 March 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
BELLINI JOSEPH

(Last) (First) (Middle)

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

(Street)

CHELMSFORD, MA 01824

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 03/01/2007 | | M | | | 23,458 | A | \$ 10.25 | 52,961 | D | |
| Common Stock | 03/01/2007 | | M | | | 28,355 | A | \$ 10.25 | 81,046 | D | |
| Common Stock | 03/01/2007 | | S | | | 51,813 | D | \$ 15.5248 | 29,233 | D | |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (Right to Buy) | \$ 10.25 | 03/01/2007 | | M | 23,458 | <u>(1)</u> 03/24/2010 | Common Stock | 23,458 |
| Non-Qualified Stock Option (Right to Buy) | \$ 10.25 | 03/01/2007 | | M | 28,355 | <u>(2)</u> 03/24/2010 | Common Stock | 28,355 |

Reporting Owners

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

Signatures

/s/ Thomas S. Grilk, attorney-in-fact for Joseph M. Bellini

03/05/2007

**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).

- This option was granted on March 24, 2003 and became exercisable as follows: 5,575 shares vested on March 24, 2004; 1,394 shares vested on June 24, 2004; 1,393 shares vested on September 24, 2004; 1,394 shares vested on December 24, 2004; 2,439 shares vested on March 24, 2005; 2,439 shares vested on June 24, 2005; 2,439 shares vested on September 24, 2005; 2,439 shares vested on December 24, 2005; 2,439 shares vested on March 24, 2006; 2,439 shares vested on June 24, 2006; 2,439 shares vested on September 24, 2006; 2,439 shares vested on December 24, 2006; and 4,687 shares will vest on March 24, 2007.
- (1) This option was granted on March 24, 2003 and became exercisable as follows: 13,175 shares vested on March 24, 2004; 3,294 shares vested on June 24, 2004; 3,294 shares vested on September 24, 2004; 3,294 shares vested on December 24, 2004; 2,249 shares vested on March 24, 2005; 2,248 shares vested on June 24, 2005; 2,249 shares vested on September 24, 2005; 2,248 shares vested on December 24,

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2005; 2,249 shares vested on March 24, 2006; 2,248 shares vested on June 24, 2006; 2,249 shares vested on September 24, 2006; and 2,248 shares vested on December 24, 2006.

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.