

BROOKS AUTOMATION INC
 Form 4
 June 13, 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 *
 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)

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

C/O BROOKS AUTOMATION, 15
 ELIZABETH DRIVE

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

(Street)
 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| 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 | \$ 17.34 | 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option | \$ 7.75 | 06/11/2007 | | M | 7,770 | ⁽²⁾ 04/16/2013 | Common Stock | 7,770 |
| Non-Qualified Stock Option | \$ 10.13 | 06/11/2007 | | M | 3,641 | ⁽⁴⁾ 12/13/2012 | Common Stock | 3,641 |
| Non-Qualified Stock Option | \$ 10.13 | 06/12/2007 | | M | 79,609 | ⁽⁴⁾ 12/13/2012 | Common Stock | 79,609 |
| Non-Qualified Stock Option | \$ 13.03 | 06/12/2007 | | M | 9,375 | ⁽⁵⁾ 10/26/2012 | Common Stock | 9,375 |
| Non-Qualified Stock Option | \$ 15.51 | 06/12/2007 | | M | 41,626 | ⁽⁶⁾ 12/30/2014 | Common Stock | 41,626 |
| Non-Qualified Stock Option | \$ 17.34 | 06/12/2007 | | M | 8,382 | ⁽⁷⁾ 04/28/2014 | Common Stock | 8,382 |

| | | | | | | | | |
|-------------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|
| 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

(7) 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.

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