

BROOKS AUTOMATION INC
Form 4
March 27, 2006

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 *
ALLEN A CLINTON

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)
03/23/2006

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

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 | | | |
| Common Stock | 03/23/2006 | | A | 5,000 A | 5,000 | 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)

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 Underlying Security (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 | 03/23/2006 | | D | 10,000 | 10/01/2004 ⁽³⁾ 07/01/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) <u>(4)</u> | \$ 20.7 | 03/23/2006 | | D | 25,000 | 10/01/2004 ⁽⁵⁾ 10/01/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| ALLEN A CLINTON C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824 | X |

Signatures

/s/ By Thomas S. Grilk Attorney-in-Fact for A. Clinton
Allen

03/23/2006

__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 March 23, 2006, the issuer cancelled, pursuant to a Restricted Stock and Option Cancellation Agreement, options granted to the reporting person on July 1, 2004 and October 1, 2003. In exchange for the options and for \$.01 per share, the the reporting person received 5000 shares of restricted stock.
- (1) reporting person on July 1, 2004 and October 1, 2003. In exchange for the options and for \$.01 per share, the 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 October 1, 2003.
 - (5) The cancelled option provided for vesting in five equal annual increments commencing on the date set forth in Table II, Column 6.

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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