

BROOKS AUTOMATION INC
Form 4
May 18, 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 *
ANASTASI ROBERT E

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)
08/22/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	08/22/2006		S		2,860	D	\$ 13.64	0	I	By managed account ⁽²⁾
Common Stock	05/16/2007		M		4,162	A	\$ 7.75	44,787	D	
Common Stock	05/16/2007		M		5,625	A	\$ 12.69	50,412	D	
Common Stock	05/16/2007		S		9,787	D	\$ 16.4723	40,625	D	

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option	\$ 12.69	05/16/2007		M	5,625	⁽⁴⁾ 10/26/2012	Common Stock	5,625
Non-Qualified Stock Option	\$ 7.75	05/16/2007		M	4,162	⁽⁶⁾ 04/16/2013	Common Stock	4,162

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANASTASI ROBERT E C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824			Executive Vice President	

Signatures

/s/ Thomas S. Grilk, attorney-in-fact for Robert E. Anastasi 05/18/2007

**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) The reporting person failed to timely report disposition of 2,860 shares of common stock held indirectly in the reporting person's 401(k) plan. This omission resulted in corresponding errors for subsequent reports filed on February 26, 2007, December 13, 2006 and December 11, 2006. Each of these reports erroneously disclosed in Table 1 an indirect holding (by the reporting person's 401(k) plan) of 2,860 shares of common stock.

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- (2) These shares were held by the reporting person's 401K Plan but were disposed of on August 22, 2006, as reported herein.
- (3) This represents the weighted average price for shares sold at a range between \$16.45 (low) and \$16.50 (high).

The shares are part of an option for 15,000 shares of common stock that was granted on October 26, 2005 and 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.

- (4) No amount was paid upon grant of the option. The reporting person pays for the shares upon exercise of the option the per-share price listed in Column 2.
- (5) Received in the merger with Helix Technology Corporation ("Helix") in exchange for a stock option to acquire Helix common stock granted on April 16, 2003. The option vested in four equal annual installments beginning on the first anniversary of the 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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