

HELIX TECHNOLOGY CORP
 Form 4
 October 27, 2005

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
 HELIX TECHNOLOGY CORP
 [HELX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 NINE HAMPSHIRE STREET
 (Street)

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

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

MANSFIELD, MA 02048
 (City) (State) (Zip)

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

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) Code V Amount (D) Price | | | |
| Common Stock | 10/26/2005 | | D | 3,105 D ① 0 | | D | |
| Common Stock | 10/26/2005 | | D | 1,240 D ② 0 | | I | By 401(k) Plan |

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

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SEC 1474 (9-02)

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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 (right to buy) | \$ 17.215 | 10/26/2005 | | D | 75,000 | <u>(3)</u> 12/30/2014 | Common Stock | 75,000 |
| Non-Qualified Stock Option (right to buy) | \$ 19.245 | 10/26/2005 | | D | 17,000 | <u>(4)</u> 04/28/2014 | Common Stock | 17,000 |
| Non-Qualified Stock Option (right to buy) | \$ 8.595 | 10/26/2005 | | D | 7,000 | <u>(5)</u> 04/16/2013 | Common Stock | 7,000 |
| Non-Qualified Stock Option (right to buy) | \$ 11.235 | 10/26/2005 | | D | 75,000 | <u>(6)</u> 12/13/2012 | Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GENTILCORE JAMES NINE HAMPSHIRE STREET MANSFIELD, MA 02048 | X | | President and CEO | |

Signatures

/s/ Beverly L. Couturier, Attorney-In-Fact for James Gentilcore
 10/26/2005
 **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).

Disposed of pursuant to merger agreement (the "Merger Agreement") between Brooks Automation, Inc. ("Brooks"), Mt. Hood Corporation and Helix Technology Corporation in exchange for 3,446 shares of Brooks having a market value of \$12.69 per share on the effective date of the merger.

(2)

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Disposed of pursuant to the Merger Agreement in exchange for 1,376 shares of Brooks having a market value of \$12.69 per share on the effective date of the merger.

- (3) This option, which provided for vesting in four equal annual cumulative installments of 18,750 shares each beginning 12/30/05, was assumed by Brooks in the merger and replaced with an option to purchase 83,250 shares of Brooks common stock for \$15.51 per share.
- (4) This option, which provided for vesting in four equal annual cumulative installments of 4,250 shares each beginning 4/28/05, was assumed by Brooks in the merger and replaced with an option to purchase 18,870 shares of Brooks common stock for \$17.34 per share.
- (5) This option, which provided for vesting in four equal annual cumulative installments of 1,750 shares each beginning 4/16/04, was assumed by Brooks in the merger and replaced with an option to purchase 7,770 shares of Brooks common stock for \$7.75 per share.
- (6) This option, which provided for vesting in four equal annual cumulative installments of 18,750 shares each beginning 12/13/03, was assumed by Brooks in the merger and replaced with an option to purchase 83,250 shares of Brooks common stock for \$10.13 per share.

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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