

BROOKS AUTOMATION INC

Form 4

October 28, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANASTASI ROBERT E

(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)
10/26/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/26/2005 | | A | | 2,849 | A | \$ 2,849 |
| Common Stock | 10/26/2005 | | A | | 7,500 | A | \$ 0.01 |

By 401(k)
Plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 16.56 | 10/26/2005 | | A | | 16,650 | | <u>(2)</u> | 02/20/2007 | Common Stock | 16,650 |
| Stock Option (Right to Buy) | \$ 13.52 | 10/26/2005 | | A | | 22,200 | | <u>(4)</u> | 02/14/2006 | Common Stock | 22,200 |
| Stock Option (Right to Buy) | \$ 20.82 | 10/26/2005 | | A | | 44,400 | | <u>(6)</u> | 02/19/2008 | Common Stock | 44,400 |
| Stock Option (Right to Buy) | \$ 59.44 | 10/26/2005 | | A | | 11,100 | | <u>(8)</u> | 02/25/2010 | Common Stock | 11,100 |
| Stock Option (Right to Buy) | \$ 24.99 | 10/26/2005 | | A | | 16,650 | | <u>(10)</u> | 02/21/2011 | Common Stock | 16,650 |
| Stock Option (Right to Buy) | \$ 18.11 | 10/26/2005 | | A | | 11,100 | | <u>(12)</u> | 02/20/2012 | Common Stock | 11,100 |
| Stock Option (Right to Buy) | \$ 7.75 | 10/26/2005 | | A | | 16,650 | | <u>(14)</u> | 04/16/2013 | Common Stock | 16,650 |
| Stock Option (Right to Buy) | \$ 17.34 | 10/26/2005 | | A | | 16,650 | | <u>(16)</u> | 04/28/2014 | Common Stock | 16,650 |
| | \$ 12.69 | 10/26/2005 | | A | | 15,000 | | <u>(18)</u> | 10/26/2012 | | 15,000 |

Stock
Option
(Right to
Buy)

Common
Stock

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/ Lynda M. Avallone as Attorney-in-Fact for Robert E.
Anastasi

10/28/2005

__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).

- (1) Received in exchange for 2,567 shares of Helix Technology Corporation common stock in connection with the merger of Helix Technology Corporation and a wholly-owned subsidiary of Brooks Automation, Inc. (the "Merger"). On the effective date of the Merger, the closing price of Helix Technology Corporation's common stock was \$13.96 per share, and the closing price of Brooks Automation, Inc.'s common stock was \$12.69 per share.
- (2) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on February 20, 1997. This option became exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
- (3) Received in the Merger in exchange for a stock option to acquire 15,000 shares of Helix Technology Corporation common stock for \$18.3750 per share.
- (4) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on February 14, 1996. This option became exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
- (5) Received in the Merger in exchange for a stock option to acquire 20,000 shares of Helix Technology Corporation common stock for \$15.00 per share.
- (6) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on February 19, 1998. This option became exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
- (7) Received in the Merger in exchange for a stock option to acquire 40,000 shares of Helix Technology Corporation common stock for \$23.1094 per share.
- (8) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on February 25, 2000. This option became exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
- (9) Received in the Merger in exchange for a stock option to acquire 10,000 shares of Helix Technology Corporation common stock for \$65.9688 per share.
- (10) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on February 21, 2001. This option became exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
- (11) Received in the Merger in exchange for a stock option to acquire 15,000 shares of Helix Technology Corporation common stock for \$27.7345 per share.
- (12)

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Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on February 20, 2002. This option becomes exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.

- (13) Received in the Merger in exchange for a stock option to acquire 10,000 shares of Helix Technology Corporation common stock for \$20.10 per share.
- (14) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on April 16, 2003. This option becomes exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
- (15) Received in the Merger in exchange for a stock option to acquire 15,000 shares of Helix Technology Corporation common stock for \$8.5950 per share.
- (16) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on April 28, 2004. This option becomes exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
- (17) Received in the Merger in exchange for a stock option to acquire 15,000 shares of Helix Technology Corporation common stock for \$19.2450 per share.
- (18) This option 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.
- (19) No amount was paid upon grant of the option. The reporting person will pay for the shares upon exercise of the option pursuant to the price listed in Column 2.

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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