

BROOKS AUTOMATION INC

Form 4

March 28, 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 *
MCGILLICUDDY JOHN K

(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)
03/27/2006

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	03/27/2006		A		5,000	A	0.01 (1)

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 Se (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	03/27/2006		D	10,000	10/01/2004 ⁽³⁾ 07/01/2011	Common Stock
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 20.7	03/27/2006		D	25,000	10/01/2004 ⁽⁵⁾ 10/01/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCGILLICUDDY JOHN K C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824	X

Signatures

/s/ By Thomas S. Grilk Attorney-In-Fact for John J.
McGillicuddy

03/27/2006

 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 27, 2006, the issuer cancelled, pursuant to a Restricted Stock and Option Cancellation Agreement, options granted to the
- (1) reporting person on July 1, 2004 and October 1, 2003. In exchange for the options and for \$.01 per share, 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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