## Edgar Filing: BROOKS AUTOMATION INC - Form 4

BROOKS AU Form 4 March 28, 20	UTOMATION 06	I INC										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									-	OMB APPROVAL		
- UNITED STATES SECU				URITIES AND EXCHANGE CO Washington, D.C. 20549				COMMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 10	er STATI	EMENT O	GES IN BENEFICIAL OWNERSH SECURITIES				NERSHIP OF	Expires: January 3 200 Estimated average burden hours per				
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 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 R	esponses)											
SCHORR MARVIN G Symbol				Issuer Name <b>and</b> Ticker or Trading bol OOKS AUTOMATION INC				5. Relationship of Reporting Person(s) to Issuer				
			[BRKS]					(Check all applicable)				
	(First) KS AUTOMA IZABETH DR		3. Date of (Month/D 03/28/20	-	ansaction			X Director Officer (give below)		o Owner er (specify		
			ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
CHELMSFO	ORD, MA 018	24							Aore than One Re			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
G				Code V	Amount	(D)	Price \$	(Instr. 3 and 4)				
Common Stock	03/28/2006			А	5,000	А	0.01 (1)	121,328	D			

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 displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. Number on f 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 Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ai or Ni of Sł
Non-Qualified Stock Option (right to buy) (2)	\$ 24.78	03/28/2006		D	2,220	04/24/2003 <u>(3)</u>	04/24/2012	Common Stock	2

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationsh		
	Director	10% Owner	Officer	Other
SCHORR MARVIN G C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824	Х			
Signatures				
/s/ By Thomas S. Grilk Attorney-in-Fac Schorr	0	3/28/2006		
**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 28, 2006, the issuer cancelled, pursuant to a Restricted Stock and Option Cancellation Agreement, options granted to the (1) reporting person. In exchange for the options and for \$.01 per share, the reporting person received 5000 shares of restricted stock.
- 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 (2)April 24, 2002.
- (3) The cancelled option provided for full vesting 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.