Mathews Timothy S Form 4 February 15, 2011

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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response...

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Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Mathews Timothy S

(Last)

(First)

(Middle)

(Zip)

C/O BROOKS AUTOMATION, INC., 15 ELIZABETH DRIVE

(Street)

(State)

02/11/2011

2. Issuer Name and Ticker or Trading

Symbol

**BROOKS AUTOMATION INC** [BRKS]

3. Date of Earliest Transaction

(Month/Day/Year) 02/11/2011

4. If Amendment, Date Original

F

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

below) Principal Accounting Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(D) or

Indirect (I)

(Instr. 4)

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHELMSFORD, MA 01824

(City)

Common

Stock

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities
(Instr. 3)	•	any	Code	(Instr. 3, 4 and 5)	Beneficially
		(Month/Day/Year)	(Instr. 8)		Owned
					Following
				<b></b>	Reported
				(A)	Tr ( )

Beneficially Owned Following or Code V Amount (D) Price

12.52

Reported Transaction(s) (Instr. 3 and 4)

36,621 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1.176

(1)

D

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9. Nu Deriv Secu

Owner Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	·	or		
						Exercisable Date	Title	Number			
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
topotong o water tumo, trautous	Director	10% Owner	Officer	Other		
Mathews Timothy S C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824			Principal Accounting Officer			

## **Signatures**

/s/ Jean Hutchison, attorney-in-fact for Timothy S.

Mathews

02/15/2011

\*\*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) Forfeiture of shares by the reporting person to satisfy the reporting person's obligations with respect to withholding taxes in connection with the vesting on February 11, 2011 of 3,333 shares of restricted stock held by the reporting person.

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.

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