

BROOKS AUTOMATION INC

Form 4

November 10, 2015

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 *
Montone William T.

2. Issuer Name **and** Ticker or Trading
Symbol
BROOKS AUTOMATION INC
[BRKS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

15 ELIZABETH DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, Human Resources

CHELMSFORD, MA 01824

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 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)
Common Stock	11/06/2015		F	(A) or (D) D Amount 14,147 (1) Price \$ 11.34	196,071	D	
Common Stock	11/06/2015		A	(A) or (D) A Amount 18,461 (2) Price \$ 0	214,532	D	

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

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information contained in this form are not
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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Montone William T. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824	SVP, Human Resources

Signatures

/s/ Jason W. Joseph, Attorney-in-fact for William T.
Montone

11/10/2015

__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 November 6, 2015 of 43,389 restricted stock units held by the reporting person.

An initial grant of 45,000 restricted stock units (RSUs) was received on November 6, 2013 and reported on Form 4 dated November 8, 2013. The grant contained 33,750 RSUs subject to performance-based vesting requirements. The RSUs were measured against the performance metrics resulting in the achievement of 154.7%, or 52,211 of the RSUs, subject to additional time-based vesting requirements. This transaction represents a grant of additional 54.7%, or 18,461 RSUs, 50% of which vested in November 6, 2015 and is included in the amount shown as vested in footnote 1 above, and the remaining 50% shall vest in November 6, 2016. No amount was paid upon grant of RSUs.

- (2) requirements. This transaction represents a grant of additional 54.7%, or 18,461 RSUs, 50% of which vested in November 6, 2015 and is included in the amount shown as vested in footnote 1 above, and the remaining 50% shall vest in November 6, 2016. No amount was paid upon grant of RSUs.

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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