

BROOKS AUTOMATION INC
Form 4
October 28, 2005

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 *
ANASTASI ROBERT E

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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2005

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

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

(Street)

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

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

CHELMSFORD, MA 01824

(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 (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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	10/26/2005		A	2,849	A	\$ 2,849	I By 401(k) Plan
Common Stock	10/26/2005		A	7,500	A	\$ 0.01	D

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

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
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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