

BROOKS AUTOMATION INC
 Form 4
 November 08, 2013

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 *
 Joseph Jason

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)
 11/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, General Counsel, Secretary

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	11/06/2013		A		45,000 A \$ 0 (1)	155,950	D
Common Stock	11/06/2013		D		5,025 (2) D \$ 0	150,925	D
Common Stock	11/06/2013		D		8,400 (3) D \$ 0	142,525	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

SEC 1474 (9-02)

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. 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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
Joseph Jason C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824			VP, General Counsel, Secretary	

Signatures

/s/ Jason W. Joseph
11/08/2013
**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) Grant of restricted stock units to the Reporting Person under the company's Executive Equity Incentive Plan. No amount was paid upon grant of the units. One quarter of the units are subject to time-based vesting (the "Time-Based Units") and three quarters of the units are subject to a combination of performance and time-based vesting (the "Performance-Based Units"). The Time-Based Units vest 33-1/3% per year, beginning on November 6, 2014. The Performance-Based Units that are achieved based upon performance metrics measured for the fiscal year ending September 30, 2014 will then vest over time as follows: 50% on November 6, 2015 and 50% on November 6, 2016.
- (2) An initial grant of 15,000 restricted stock units (RSUs) reported on a Form 4 dated February 7, 2011 contained 7,500 RSUs subject to performance-based vesting requirements. The performance-based RSUs vested on November 6, 2013 at 33%, or 2,475 of the RSUs, based on the achievement of the performance criteria. This transaction represents the forfeiture of the remaining 67%, or 5,025 of the RSUs, that did not vest.
- (3)

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An initial grant of 35,000 restricted stock units (RSUs) reported on a Form 4 dated December 21, 2012 contained 26,250 RSUs subject to performance-based vesting requirements. These RSUs were measured against the performance metrics on November 6, 2013 resulting in the achievement of 68%, or 17,850 of the RSUs, which will be subject to additional time-based vesting requirements. This transaction represents the forfeiture of the remaining 32%, or 8,400 of the RSUs.

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.