

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 *
 Mirchandani Kush

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)
 11/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Worldwide Sales

CHELMSFORD, MA 01824

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

(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 (D)	Price
Common Stock	11/06/2013		A		30,000	A	\$ 0 (1)
Common Stock	11/06/2013		D		6,030 (2)	D	\$ 0
Common Stock	11/06/2013		F		968 (3)	D	\$ 9.45
Common Stock	11/06/2013		D		8,400 (4)	D	\$ 0
Common Stock	11/06/2013		F		950 (5)	D	\$ 9.45

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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. Nature of Derivative Security Beneficially Owned (Instr. 6), 10. Date of Report and Transaction (Instr. 7).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Includes Mirchandani Kush at 15 ELIZABETH DRIVE, CHELMSFORD, MA 01824 with relationship SVP, Worldwide Sales.

Signatures

/s/ Jason W. Joseph, Attorney-in-fact for Kush K. Mirchandani 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...
(2) An initial grant of 18,000 restricted stock units (RSUs) reported on a Form 4 dated February 7, 2011 contained 9,000 RSUs subject to performance-based vesting requirements.

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RSUs, that did not vest.

- (3) 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, 2013 of 2,970 shares of restricted stock held by the reporting person.

- (4) 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.

- (5) 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, 2013 of 2,917 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.