

BROOKS AUTOMATION INC  
 Form 4  
 April 03, 2006

**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 \*  
**MARTIN JOSEPH R**

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)  
**03/31/2006**

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

**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                    | 03/31/2006                           |  | A                              | 5,000   | A   | 5,000  | 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)

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

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| 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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy)<br><u>(2)</u> | \$ 18.72   | 03/31/2006                           |  | D                              | 10,000  | 10/01/2004 <sup>(3)</sup> 07/01/2011                     | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)<br><u>(4)</u> | \$ 23.67   | 03/31/2006                           |  | D                              | 10,000  | 07/01/2003 <sup>(5)</sup> 07/01/2012                     | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)<br><u>(6)</u> | \$ 34.65   | 03/31/2006                           |  | D                              | 15,000  | 05/13/2003 <sup>(5)</sup> 05/13/2012                     | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)<br><u>(7)</u> | \$ 45.77   | 03/31/2006                           |  | D                              | 5,000   | 07/02/2002 <sup>(5)</sup> 07/02/2011                     | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)<br><u>(8)</u> | \$ 53.96   | 03/31/2006                           |  | D                              | 10,000  | 06/11/2002 <sup>(5)</sup> 06/11/2011                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MARTIN JOSEPH R<br>C/O BROOKS AUTOMATION, INC.<br>15 ELIZABETH DRIVE<br>CHELMSFORD, MA 01824 | X             |           |         |       |

## Signatures

/s/ By Thomas S. Grilk Attorney-in-Fact for Joseph R. Martin 03/31/2006

\_\_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).

On the date indicated in Table I, Column 2 and Table II, Column 3, the issuer cancelled, pursuant to a Restricted Stock and Option

- (1) Cancellation Agreement, options granted to the reporting person. In exchange for the options and for \$.01 per share, the reporting person received 5000 shares of restricted stock.
- (2) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on July 1, 2004.
- (3) The cancelled option provided for vesting in 16 equal quarterly increments beginning on the date set forth in Table II, Column 6.
- (4) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on July 1, 2002.
- (5) The cancelled option provided for vesting in five equal annual increments commencing on the date set forth in Table II, Column 6.
- (6) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on May 13, 2002.
- (7) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on July 2, 2001.
- (8) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on June 11, 2001.

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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