

PIPPINS MICHAEL W
Form 4
January 27, 2009

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 *
PIPPINS MICHAEL W

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)
01/23/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Automation Sys. Grp

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 or Price (A) or (D) | | |
| Common Stock | 01/23/2009 | | | F | 8,560 (1) \$ 4.59 | D | D |
| Common Stock | 01/23/2009 | | | F | 661 (2) \$ 4.59 | D | D |
| Common Stock | 01/23/2009 | | | D | 10,164 (3) \$ (3) | D | D |
| Common Stock | 01/23/2009 | | | D | 7,918 (4) \$ (4) | D | D |

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PIPPINS MICHAEL W C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824 | | | President, Automation Sys. Grp | |

Signatures

/s/ Thomas S. Grilk, attorney-in-fact for Michael W. Pippins
 Date: 01/27/2009

**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 accelerated vesting on January 23, 2009, as a result of the termination of the reporting person's employment with the company, of 24,836 shares of restricted stock held by the reporting person.
 - (2) Forfeiture of shares by the reporting person to satisfy the reporting person's obligations with respect to withholding taxes in connection with the accelerated vesting on January 23, 2009, as a result of the termination of the reporting person's employment with the company, of 2,082 shares of restricted stock held by the reporting person.
 - (3) The subject shares were granted to the reporting person on March 23, 2006 and were forfeited on January 23, 2009, as a result of the termination of the reporting person's employment with the company.

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- (4) The subject shares were granted to the reporting person on November 8, 2007 and were forfeited on January 23, 2009, as a result of the termination of the reporting person's employment with the company.

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.