

BROOKS AUTOMATION INC  
 Form 4  
 November 06, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Pietrantonio David

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)  
 11/04/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Principal Accounting Officer

CHELMSFORD, MA 01824  
 (City) (State) (Zip)

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

**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 (D) or Price (A)		
Common Stock	11/04/2014		D		19,500 <u>(1)</u>	D	\$ 0 58,986
Common Stock	11/05/2014		A		25,000 <u>(2)</u>	A	\$ 0 83,986

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)

Table with 9 columns: 1. Title of Derivative Security, 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 Owned Beneficially (Instr. 5). Sub-headers for 5, 6, and 7 are also provided.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Sub-headers for Relationships include Director, 10% Owner, Officer, Other. Example entry for David Pietrantononi is shown.

Signatures

/s/ Jason W. Joseph, Attorney-in-fact for David F. Pietrantononi, 11/06/2014

\*\*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) An initial grant of 26,000 restricted stock units (RSUs) reported on a Form 4 dated November 10, 2011 contained 19,500 RSUs subject to performance-based vesting requirements based on the achievement of performance criteria measured for the three-year period ended September 30, 2014, which resulted in no vesting of such performance based RSUs. Accordingly, 19,500 RSUs are forfeited.
Grant of restricted stock units to the Reporting Person under the company's Long Term 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 5, 2015. 60% of the performance-based units are based upon the achievement of performance metrics measured for the fiscal year ending September 30, 2015, and will then vest over time as follows: 50% on November 6, 2015 and 50% on November 6, 2016. The remaining 40% of the performance-based units are based on the achievement of performance metrics measured for the three-year period ending September 30, 2017, and will then vest at the end of such period.

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.