

BROOKS AUTOMATION INC
Form 4
October 28, 2005

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 *
LEPOFSKY ROBERT

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)
10/26/2005

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/26/2005		A		283,131	A	① 283,131	D	
Common Stock	10/26/2005		A		2,170	A	② 2,170	I	By 401(k) Plan
Common Stock	10/26/2005		A		44,400	A	③ 44,400	I	By Trust (4)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.75	10/26/2005		A	111,000	<u>(5)</u>	12/31/2005	Common Stock	111,000
Stock Option (Right to Buy)	\$ 12.69	10/26/2005		A	25,000	<u>(7)</u>	10/26/2012	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEPOFSKY ROBERT C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824	X			

Signatures

/s/ Lynda M. Avallone as Attorney-in-Fact for Robert J. Lepofsky

10/28/2005

**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) Received in exchange for 255,073 shares of Helix Technology Corporation common stock in connection with the merger of Helix Technology Corporation and a wholly-owned subsidiary of Brooks Automation, Inc. (the "Merger"). On the effective date of the Merger, the closing price of Helix Technology Corporation's common stock was \$13.96 per share, and the closing price of Brooks Automation, Inc.'s common stock was \$12.69 per share.
- (2) Received in the Merger in exchange for 1,955 shares of Helix Technology Corporation common stock.
- (3) Received in the Merger in exchange for 40,000 shares of Helix Technology Corporation common stock.

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- (4) The reporting person disclaims beneficial ownership of these shares.
- (5) Received in the Merger in exchange for a stock option to acquire 100,000 shares of Helix Technology Corporation common stock for \$20.8125 per share.
- (6) Received in the Merger in exchange for a stock option to acquire Helix Technology Corporation common stock granted on February 11, 1999. This option becomes exercisable with respect to 25% of such shares subject to the option on each anniversary of the date of grant.
- (7) This option becomes exercisable with respect to 5,000 shares subject to the option on each anniversary of the date of grant, beginning on the first anniversary, such that the option becomes fully exercisable as of the fifth anniversary of the date of grant.
- (8) No amount was paid upon grant of the option. The reporting person will pay for the shares upon exercise of the option pursuant to the price listed in Column 2.

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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