

WOOLLACOTT ALFRED III
Form 4
December 21, 2006

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOLLACOTT ALFRED III

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)

C/O BROOKS AUTOMATION,
INC., 15 ELIZABETH DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2006

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.69	12/19/2006	D ⁽¹⁾			25,000	⁽¹⁾	10/26/2012	Common Stock	25,000
Stock Option (Right to Buy)	\$ 13.03	12/19/2006	A ⁽¹⁾		25,000		⁽¹⁾	10/26/2012	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOLLACOTT ALFRED III C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824	X			
Signatures				
/s/ by Thomas S. Grilk, attorney-in-fact for Alfred Woollacott III				12/21/2006
**Signature of Reporting Person				Date

Explanation of Responses:

- | | |
|--|--|
| <p>* If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).</p> | |
| <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> | |
| <p>(1) Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. The option was originally granted on October 26, 2005 and becomes exercisable with respect to 5,000 shares subject to the option every 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.</p> | |
| <p>(2) 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.</p> | |

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.