

BROOKS AUTOMATION INC  
 Form 4  
 November 06, 2014

**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 \*  
 SCHWARTZ STEPHEN S

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)  
 11/04/2014

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

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		
Common Stock	11/04/2014		D		162,500 (1)	D	\$ 0 562,249
Common Stock	11/05/2014		A		160,000 (2)	A	\$ 0 722,249

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)

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 Owned Beneficially (Instr. 5)
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## Reporting Owners

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

## Signatures

/s/ Jason W. Joseph, Attorney-in-fact for Stephen S. Schwartz  
 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 250,000 restricted stock units (RSUs) reported on a Form 4 dated November 10, 2011 contained 162,500 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, 162,500 RSUs are forfeited.

(2) 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.

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