

BROOKS AUTOMATION INC  
 Form 4  
 November 08, 2013

**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 \*  
 Montone William T.

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)  
 11/06/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Human Resources

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 (A) or Price (D)		
Common Stock	11/06/2013		A		45,000	A	\$ 0 (1) 226,880
Common Stock	11/06/2013		D		7,370 (2)	D	\$ 0 219,510
Common Stock	11/06/2013		F		1,183 (3)	D	\$ 9.45 218,327
Common Stock	11/06/2013		D		9,600 (4)	D	\$ 0 208,727
Common Stock	11/06/2013		F		1,086 (5)	D	\$ 0 207,641

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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. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Montone William T. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824			SVP, Human Resources	

## Signatures

/s/ Jason W. Joseph, Attorney-in-fact for William T. Montone  
 \*\*Signature of Reporting Person  
 11/08/2013  
 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) Grant of restricted stock units to the Reporting Person under the company's Executive Equity Incentive Plan. No amount was paid upon grant of the units. One quarter of the units are subject to time-based only 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 6, 2014. The Performance-Based Units that are achieved based upon performance metrics measured for the fiscal year ending September 30, 2014 will then vest over time as follows: 50% on November 6, 2015 and 50% on November 6, 2016.
- (2) An initial grant of 22,000 restricted stock units (RSUs) reported on a Form 4 dated February 7, 2011 contained 11,000 RSUs subject to performance-based vesting requirements. The performance-based RSUs vested on November 6, 2013 at 33%, or 3,630 of the RSUs, based on the achievement of the performance criteria. This transaction represents the forfeiture of the remaining 67%, or 7,370 of the

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RSUs, that did not vest.

- (3) Forfeiture of shares by the reporting person to satisfy the reporting person's obligations with respect to withholding taxes in connection with the vesting on November 6, 2013 of 3,630 shares of restricted stock held by the reporting person.  
An initial grant of 40,000 restricted stock units (RSUs) reported on a Form 4 dated December 21, 2012 contained 30,000 RSUs subject to performance-based vesting requirements. These RSUs were measured against the performance metrics on November 6, 2013 resulting in the achievement of 68%, or 20,400 of the RSUs, which will be subject to additional time-based vesting requirements. This transaction represents the forfeiture of the remaining 32%, or 9,600 of the RSUs.
- (4) Forfeiture of shares by the reporting person to satisfy the reporting person's obligations with respect to withholding taxes in connection with the vesting on November 6, 2013 of 3,333 shares of restricted stock held by the reporting person.
- (5) Forfeiture of shares by the reporting person to satisfy the reporting person's obligations with respect to withholding taxes in connection with the vesting on November 6, 2013 of 3,333 shares of restricted stock held by the reporting person.

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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