

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 \*  
 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)  
 C/O BROOKS AUTOMATION,  
 INC., 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)  
 CEO

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)			
				(A) or (D)	Price					
Common Stock	11/06/2013		A	V	160,000	A	\$ 0 (1)	889,160	D	
Common Stock	11/06/2013		D		41,875 (2)	D	\$ 0	847,285	D	
Common Stock	11/06/2013		F		8,786 (3)	D	\$ 9.45	838,499	D	
Common Stock	11/06/2013		D		36,000 (4)	D	\$ 0	802,499	D	
Common Stock	11/06/2013		F		5,325 (5)	D	\$ 9.45	797,174	D	

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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
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

11/08/2013

\_\_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) 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 125,000 restricted stock units (RSUs) reported on a Form 4 dated February 7, 2011 contained 62,500 RSUs subject to performance-based vesting requirements. The performance-based RSUs vested on November 6, 2013 at 33%, or 20,625 of the RSUs,

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based on the achievement of the performance criteria. This transaction represents the forfeiture of the remaining 67%, or 41,875 of the 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 20,625 shares of restricted stock held by the reporting person.  
An initial grant of 150,000 restricted stock units (RSUs) reported on a Form 4 dated December 21, 2012 contained 112,500 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 76,500 of the RSUs, which will be subject to additional time-based vesting requirements. This transaction represents the forfeiture of the remaining 32%, or 36,000 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 12,500 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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