BROOKS AUTOMATION INC
Form 4
November 08, 2013

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Montone William T.

(Last) (First) (Middle)

15 ELIZABETH DRIVE

(Street)

CHELMSFORD, MA 01824

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BROOKS AUTOMATION INC [BRKS]

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/06/2013		A		45,000	A	$ 0 (1)	226,880	D	
Common Stock	11/06/2013		D		7,370 (2)	D	$ 0	219,510	D	
Common Stock	11/06/2013		F		1,183 (3)	D	$ 9.45	218,327	D	
Common Stock	11/06/2013		D		9,600 (4)	D	$ 0	208,727	D	
Common Stock	11/06/2013		F		1,086 (5)	D	$ 0	207,641	D	

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 — 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 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

RSUs, that did not vest.

(3) Forefeiture 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.

(4) 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.

(5) Forefeiture 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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