BROOKS AUTOMATION INC
Form 4
April 03, 2006

FORM 4

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

OMB APPROVAL

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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 *
MARTIN JOSEPH R

(Last) (First) (Middle)

C/O BROOKS AUTOMATION, INC., 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)
03/31/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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	03/31/2006		A		5,000	A	(1)	5,000	D	

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

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SEC 1474 (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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) (2)	$ 18.72	03/31/2006		D			10,000	10/01/2004(3)	07/01/2011	Common Stock	
Non-Qualified Stock Option (right to buy) (4)	$ 23.67	03/31/2006		D			10,000	07/01/2003(5)	07/01/2012	Common Stock	
Non-Qualified Stock Option (right to buy) (6)	$ 34.65	03/31/2006		D			15,000	05/13/2003(5)	05/13/2012	Common Stock	
Non-Qualified Stock Option (right to buy) (7)	$ 45.77	03/31/2006		D			5,000	07/02/2002(5)	07/02/2011	Common Stock	
Non-Qualified Stock Option (right to buy) (8)	$ 53.96	03/31/2006		D			10,000	06/11/2002(5)	06/11/2011	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN JOSEPH R C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824	X			

Signatures

/s/ By Thomas S. Grilk Attorney-in-Fact for Joseph R. Martin	03/31/2006
**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) On the date indicated in Table I, Column 2 and Table II, Column 3, the issuer cancelled, pursuant to a Restricted Stock and Option Cancellation Agreement, options granted to the reporting person. In exchange for the options and for $.01 per share, the reporting person received 5000 shares of restricted stock.

(2) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on July 1, 2004.

(3) The cancelled option provided for vesting in 16 equal quarterly increments beginning on the date set forth in Table II, Column 6.

(4) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on July 1, 2002.

(5) The cancelled option provided for vesting in five equal annual increments commencing on the date set forth in Table II, Column 6.

(6) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on May 13, 2002.

(7) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on July 2, 2001.

(8) Cancellation of option to buy the number of shares of Common Stock set forth in Table II, Column 7, granted to the reporting person on June 11, 2001.

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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