Mathews Timothy S Form 4 February 07, 2012

FORM 4

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

OMB APPROVAL

Check this box

Number: 3235-0287 Expires: January 31,

if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

obligations may continue.

See Instruction

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Mathews Timothy S

Symbol
BROOKS AUTOMATION INC

(Check all applicable)

[BRKS]

(Last)

(City)

3. Date of Earliest Transaction

____ Director

_____ 10% Owner e _____ Other (specify

C/O BROOKS AUTOMATION,

(State)

(First)

02/03/2012

(Month/Day/Year)

X Officer (give title ____ Other (spe below) Principal Accounting Officer

INC., 15 ELIZABETH DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street)

(Middle)

(Zip)

Applicable Line)
X Form filed by One Reporting Person

Filed(Month/Day/Year)

____ Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHELMSFORD, MA 01824

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(111011111)	(22.5.2.7.1)
Common Stock	02/03/2012		F	1,436 (1)	D	\$ 11	59,598	D	
Common Stock	02/04/2012		F	1,196 (2)	D	\$ 11.07	58,402	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)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nu	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

Mathews Timothy S C/O BROOKS AUTOMATION, INC. 15 ELIZABETH DRIVE CHELMSFORD, MA 01824

Principal Accounting Officer

Signatures

/s/ Jean M. Hutchison, attorney-in-fact for Timothy S. Mathews

02/07/2012

**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).
- Forfeiture of shares by the reporting person to satisfy the reporting person's obligations with respect to withholding taxes in connection **(1)** with the vesting on February 3, 2012 of 4,000 shares of restricted stock held by the reporting person.
- 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 February 4, 2012 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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