

BROOKS AUTOMATION INC  
 Form 4  
 November 13, 2007

**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 \*  
**LEPOFSKY ROBERT**

(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)  
 11/08/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

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 or Price (A) or (D)  |  |                                   |
| Common Stock                    | 11/08/2007                           |  | A                              | (1)   | 300,000<br>\$ 0<br>640,031  | D  |                                   |
| Common Stock                    | 11/08/2007                           |  | A                              | (2)   | 50,000<br>\$ 0<br>690,031   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,170   | I (3)  | By 401(k) Plan                    |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| LEPOFSKY ROBERT<br>C/O BROOKS AUTOMATION, INC.<br>15 ELIZABETH DRIVE<br>CHELMSFORD, MA 01824 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Thomas S. Grilk, attorney-in-fact for the reporting person  
 11/09/2007

\_\_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).

Grant of restricted stock to the reporting person in connection with his appointment to the position of Chief Executive Officer effective September 30, 2007 and pursuant to the Employment Agreement effective September 30, 2007 by and between the Company and the reporting person. Some or all of the shares will vest, if at all, upon the Company's achievement of specified performance measures of total shareholder return, pre-tax operating income, and pre-tax return on shareholder equity measured at September 30, 2008 and at September 30, 2009.

(1) Grant of restricted stock to the reporting person in connection with his appointment to the position of Chief Executive Officer effective September 30, 2007 and pursuant to the Employment Agreement effective September 30, 2007 by and between the Company and the reporting person. All of the shares will vest on December 31, 2009.

(2) These shares are held by the reporting person's 401K Plan.

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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