BROOKS AUTOMATION INC

Form 4

December 23, 2016

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES**

Expires: Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5

obligations

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Davis Robyn C

2. Issuer Name and Ticker or Trading

Symbol

BROOKS AUTOMATION INC

[BRKS]

(Check all applicable)

(Last) (First)

15 ELIZABETH DRIVE

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

12/23/2016

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

CHELMSFORD, MA 01824

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. Code

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Following

or Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. Transactionof Code

5. Number 6. Date Exercisable and **Expiration Date** Derivative (Month/Day/Year)

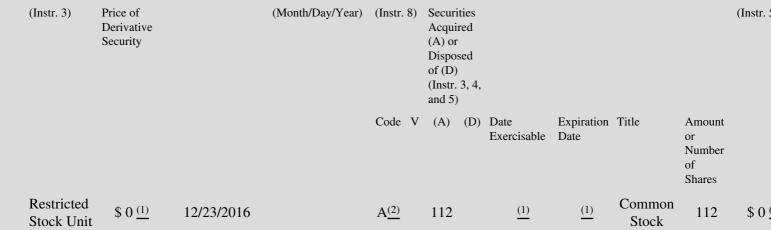
7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Davis Robyn C 15 ELIZABETH DRIVE CHELMSFORD, MA 01824	X				

Signatures

/s/ Jason W. Joseph, attorney-in-fact for Robyn C.
Davis 12/23/2016

**Signature of Reporting Person

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).
- Each Restricted Stock Unit represents the right to receive one share of Brooks common stock. The units are fully vested upon grant but

 (1) the Reporting Person elected to have the settlement of her grant deferred to a later date corresponding to the deferral election applicable to the underlying RSU grant (see Footnote 2 below).

Date

Grant of Restricted Stock Units (RSUs) based on the conversion of accumulated cash dividend equivalents on previously granted RSUs (2) determined using the closing price of the Company's common stock on the dividend record date of December 2, 2016. Grant of Restricted Stock Units under the company's 2015 Equity Incentive Plan. No amount was paid upon grant of the units.

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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