

Jarzynka David
Form 4
November 13, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Jarzynka David

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
15 ELIZABETH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, General Manager

CHELMSFORD, MA 01824

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/08/2017 | | A | 4,867 (1) A \$ 0 | 39,543 | D | |
| Common Stock | 11/08/2017 | | A | 625 (2) A \$ 0 | 40,168 | D | |
| Common Stock | 11/08/2017 | | A | 10,692 (3) A \$ 0 | 50,860 | D | |
| Common Stock | 11/09/2017 | | S | 5,528 (4) D \$ 28.55 | 45,332 | D | |
| Common Stock | 11/09/2017 | | S | 2,506 (5) D \$ 28.55 | 42,826 | D | |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jarzynka David 15 ELIZABETH DRIVE CHELMSFORD, MA 01824 | | | Sr. VP, General Manager | |

Signatures

/s/ Jason W. Joseph, Attorney-in-fact for David E. Jarzynka 11/10/2017

__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 Long Term Incentive Plan. No amount was paid upon grant of the units. The units are subject to time-based vesting and will vest 33-1/3% per year, beginning on November 15, 2018.
- (2) An initial grant of 45,000 restricted stock units (RSUs) was received on November 5, 2014. The grant contained 13,500 performance-based units subject to performance-based vesting requirements, measured at the three-year period ended September 30, 2017, resulting in the achievement of 104.63%, or 14,125 of the performance-based units. This transaction represents a grant of an additional 625 RSUs. No amount was paid upon grant of RSUs.
- (3)

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An initial grant of 12,000 performance-based RSUs was received on April 26, 2016 subject to performance-based vesting requirements, measured at September 30, 2017, resulting in the achievement of 89.1%, or 10,692 of the performance-based units. 50% of the RSUs vested on November 8, 2017 and 50% will vest on November 8, 2018.

- (4) The sale 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 8, 2017 of 14,125 restricted stock units held by the reporting person.
- (5) The sale 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 8, 2017 of 5,346 restricted stock units 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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