

BROOKS AUTOMATION INC
 Form 4
 March 18, 2016

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 *
 Gray David C

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)
 09/11/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Strategy & New Business

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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	09/11/2015		S ⁽¹⁾		3,500 D 10.36 <u>(2)</u>	153,864	D
Common Stock	03/17/2016		S ⁽¹⁾		5,331 D \$ 9.75 <u>(3)</u>	148,533	D
Common Stock	03/17/2016		S ⁽¹⁾		3,258 D \$ 9.86 <u>(4)</u>	145,275	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)

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gray David C 15 ELIZABETH DRIVE CHELMSFORD, MA 01824			Chief Strategy & New Business	

Signatures

/s/ Jason W. Joseph, attorney-in-fact for David C. Gray
Date: 03/18/2016

**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) The sales reported on this line item were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 11, 2015.
Represents the weighted average price for the shares sold. The shares were sold at per-share prices ranging from \$10.30 to \$10.49. The reporting person will provide to the SEC, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.
- (2) Represents the weighted average price for the shares sold. The shares were sold at per-share prices ranging from \$9.56 to \$9.83. The reporting person will provide to the SEC, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.
- (3) Represents the weighted average price for the shares sold. The shares were sold at per-share prices ranging from \$9.85 to \$9.89. The reporting person will provide to the SEC, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.
- (4) Represents the weighted average price for the shares sold. The shares were sold at per-share prices ranging from \$9.85 to \$9.89. The reporting person will provide to the SEC, the issuer and any stockholder, upon request, full information regarding the number of shares purchased or sold at each separate price.

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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