

NIERENBERG INVESTMENT MANAGEMENT CO
 Form 4/A
 July 25, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 NIERENBERG INVESTMENT MANAGEMENT CO

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)
 19605 NE 8TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/21/2008

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Not subject to Section 16

CAMAS, WA 98607
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/21/2008

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 ⁽¹⁾ | 07/21/2008 ⁽¹⁾ | | P ⁽¹⁾ | 0 | ⁽¹⁾ | A | ⁽¹⁾ | 0 | ⁽¹⁾ | I | ⁽¹⁾ | For The D3 Family Canadian Fund LP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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 |
| NIERENBERG INVESTMENT MANAGEMENT CO 19605 NE 8TH STREET CAMAS, WA 98607 | | | | Not subject to Section 16 |
| D3 Family Canadian Fund, L.P. 19605 NE 8TH STREET CAMAS, WA 98607 | | | | Not subject to Section 16 |
| NIERENBERG DAVID 19605 NE 8TH STREET CAMAS, WA 98607 | | | | Not subject to Section 16 |

Signatures

| | |
|------------------------------------------------------------------------------------------|------------|
| David Nierenberg, President, Nierenberg Investment Management Co., Inc. (NIMCO) | 07/25/2008 |
| __Signature of Reporting Person | Date |
| David Nierenberg, President, (NIMCO), General Partner of the D3 Family Canadian Fund, LP | 07/25/2008 |
| __Signature of Reporting Person | Date |
| David Nierenberg | 07/25/2008 |
| __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) This amended Form 4 is filed solely for the purpose of retracting in its entirety the Form 4 filed by the reporting persons on July 23, 2008 with respect to the above named issuer. The reporting persons were not, as of the time of the transactions erroneously reported on such Form 4, direct or indirect beneficial owners of more than 10% of any class of equity securities registered by the above named issuer under

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Section 12 of the Securities Exchange Act of 1934 or persons otherwise subject to Section 16 of such Act.

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.