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NIERENBERG DAVID
Form SC 13D
July 12, 2005

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

SCHEDULE 13D
Under the Securities Act of 1934
(Amendment No.)

BROOKS AUTOMATION, INC. (BRKS)
(Name of Issuer)

Common Stock
(Title of Class of Securities)

114340102
(CUSIP Number)

David Nierenberg

The D3 Family Funds

19605 NE 8th Street

Camas, WA 98607

360-604-8600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 11, 2005
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

	7	SOLE VOTING POWER	
			1,145,856 common shares (2.5%)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			0
	9	SOLE DISPOSITIVE POWER	
			1,145,856
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,321,156 shares (5.1%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.1%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

2

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Retirement Fund, L.P. (David Nierenberg is president of the
General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

355,400 common shares (0.79%)

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

0

EACH
REPORTING
PERSON

9 SOLE DISPOSITIVE POWER

355,400

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,321,156 shares (5.1%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Children's Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

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(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER
85,400 common shares (0.19%)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER
0

EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER
85,400

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,321,156 shares (5.1%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

4

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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The D3 Offshore Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7 SOLE VOTING POWER
558,900 common shares (1.23%)

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
558,900

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,321,156 shares (5.1%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.1%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Bulldog Fund, L.P. ((David Nierenberg is president of the
General Partner, which is Nierenberg Investment Management Company.))

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) |_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7 SOLE VOTING POWER
175,600 common shares (0.39%)

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
175,600

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,321,156 shares (5.1%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |_|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.1%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive ,
Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Family Fund, L.P. is a Washington State limited partnership,
whose principal business is investing in the equities of public
micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington
98607. No convictions or administrative proceedings as described in
2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its
partners.

Item 4. Purpose of Transaction

We support the merger of Brooks Automation, Inc. and Helix
Technology.

Item 5. Interest in Securities of the Issuer.

(a,b) The D3 Family Fund, L.P. owns and has sole voting and
dispositive power over 1,145,856 common shares of BRKS.

(c) Date	Shares Bought	Price
----	-----	-----
7/11/05	90,300	14.66

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with
Respect to Securities of the Issuer.

N/A

Item 7. Material to be Filed as Exhibits

N/A

7

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each
of the undersigned certifies that the information set forth in the Statement is
true, complete and correct.

July 11, 2005

/s/ DAVID NIERENBERG

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David Nierenberg
President
Nierenberg Investment Management
Company, Inc., the General Partner of
The D3 Family Retirement Fund, L.P

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Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive,
Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Family Retirement Fund, L.P. is a Washington State limited
partnership, whose principal Business is investing in the equities
of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas,
Washington 98607. No convictions or administrative proceedings as
described in 2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its
partners.

Item 4. Purpose of Transaction

We support the merger of Brooks Automation, Inc. and Helix
Technology.

Item 5. Interest in Securities of the Issuer.

(a,b) The D3 Family Retirement Fund, L.P. owns and has sole voting
and dispositive power over 355,400 common shares of BRKS.

(c) Date	Shares Bought	Price
7/11/05	21.90	14.66

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with
Respect to Securities of the Issuer.

N/A

Item 7. Material to be Filed as Exhibits

N/A

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Signature

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 11, 2005

/s/ DAVID NIERENBERG

Date

David Nierenberg
President
Nierenberg Investment Management Company,
Inc., the General Partner of the D3 Family
Retirement Fund, L.P.

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Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive ,
Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Children's Fund, L.P. is a Washington State limited partnership, whose principal business is investing in the equities of public micro-cap Issuers. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners.

Item 4. Purpose of Transaction

We support the merger of Brooks Automation, Inc. and Helix Technology.

Item 5. Interest in Securities of the Issuer.

(a,b) The D3 Children's Fund, L.P. owns and has sole voting and dispositive power over 175,600 common shares of BRKS.

(c) Date	Shares Bought	Price
----	-----	-----
6/15/05	1,000	15.64
7/11/05	14,000	14.66

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

N/A

Item 7. Material to be Filed as Exhibits

N/A

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

July 11, 2005

/s/ DAVID NIERENBERG

David Nierenberg
President
Nierenberg Investment Management
Company, Inc., the General Partner of
The D3 Children's Fund, L.P.

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Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive ,
Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Offshore Fund, L.P. is a Washington State limited partnership, whose principal business is investing in the equities of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners.

Item 4. Purpose of Transaction

We support the merger of Brooks Automation, Inc. and Helix Technology.

Item 5. Interest in Securities of the Issuer.

(a,b) The D3 Offshore Fund, L.P. owns and has sole voting and dispositive power over 558,900 common shares of BRKS.

(c) Date	Shares Bought	Price
----	-----	-----
5/18/05	40,000	14.29
5/23/05	30,000	14.42
5/24/05	5,700	14.38
5/25/05	7,000	14.28
6/1/05	10,000	15.38
6/2/05	10,000	15.62
6/3/05	25,000	15.29
6/6/05	43,500	15.05
6/7/05	20,000	15.22

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6/8/05	15,000	15.29
6/9/05	5,000	15.36
6/13/05	10,000	15.73
6/14/05	22,000	15.74
6/15/05	4,400	15.62
6/24/05	10,000	15.33
7/11/05	102,300	14.66

(d) N/A

(e) N/A

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

N/A

Item 7. Material to be Filed as Exhibits

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

July 11, 2005

/s/ DAVID NIERENBERG

David Nierenberg
President
Nierenberg Investment Management
Company, Inc., the General Partner of
the D3 Offshore Fund, L.P.

14

Item 1. Security and Issuer.

Common stock in BROOKS AUTOMATION, INC. (BRKS) 15 Elizabeth Drive ,
Chelmsford, MA 01824-4111.

Item 2. Identity and Background.

The D3 Family Bulldog Fund, L.P. is a Washington State limited partnership, whose principal business is investing in the equities of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by its partners.

Item 4. Purpose of Transaction

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We support the merger of Brooks Automation, Inc. and Helix Technology.

Item 5. Interest in Securities of the Issuer.

(a,b) The D3 Family Bulldog Fund, L.P. owns and has sole voting and dispositive power over 175,600 common shares of BRKS.

(c) Date	Shares Bought	Price
6/14/05	18,000	15.74
7/11/05	20,800	14.66

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

N/A

Item 7. Material to be Filed as Exhibits

N/A

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

July 11, 2005

/s/ DAVID NIERENBERG

David Nierenberg
President
Nierenberg Investment Management
Company, Inc., the General Partner of
The D3 Family Bulldog Fund, L.P.

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