

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * ROBERTSON WILLIAM R (Last) (First) (Middle) 17876 ST. CLAIR AVE. (Street) CLEVELAND, OH 44110 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol BRUSH ENGINEERED MATERIALS INC [BW] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 5/3/2005 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |
| Brush Engineered Materials Inc. | | | | | | | | 24272 | I | See footnote (1) |
| Brush Engineered Materials Inc. | | | | | | | | 10000 | I | by limited partnership (2) |
| Brush Engineered Materials Inc. | | | | | | | | 500 | I | by spouse (3) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|------------------------------|---|---|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Brush Engineered Materials Inc. | \$14.59 | 5/3/2005 | | A | | 2000 | 11/3/2005 | 5/3/2015 | common stock | 2000 (4) | \$14.59 | 2000 | D | |

Explanation of Responses:

- (1) Acquired and held by trust for the Brush Engineered Materials Inc. Deferred Compensation Plan for Non-employee Directors and the 1997 Stock Incentive Plan.
- (2) Reflects transfer of shares to a limited partnership of which the reporting person and his spouse were then the sole general and limited partners. The reporting person and his spouse each disclaim beneficial ownership of such shares except to the extent of his or her pecuniary interest therein.
- (3) Reporting person disclaims beneficial ownership of these shares.
- (4) Reflects options granted under the Brush Engineered Materials Inc. 1997 Stock Incentive Plan for Non-employee Directors.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBERTSON WILLIAM R 17876 ST. CLAIR AVE. CLEVELAND, OH 44110 | X | | | |

Signatures

Susan J. MacDonald / Atty in Fact

5/4/2005

--Signature of Reporting Person

Date

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

* 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).

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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