

**SCHEDULE 13G**

**Amendment No. 1**

**BRUSH ENGINEERED MATERIALS INC**

Common Stock  
Cusip #117421107

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**Item 1: Reporting Person - FMR LLC**

**Item 4: Delaware**

**Item 5: 0**

**Item 6: 0**

**Item 7: 0**

**Item 8: 0**

**Item 9: 0**

**Item 11: 0.000%**

**Item 12: HC**

**Cusip #117421107**

**Item 1: Reporting Person - Edward C. Johnson 3d**

**Item 4: United States of America**

**Item 5: 0**

**Item 6: 0**

**Item 7: 0**

**Item 8: 0**

**Item 9: 0**

**Item 11: 0.000%**

**Item 12: IN**

**SCHEDULE 13G - TO BE INCLUDED IN**

**STATEMENTS**

**FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)**

**Item 1(a). Name of Issuer:**

**BRUSH ENGINEERED MATERIALS**

**INC**

**Item 1(b). Name of Issuer's Principal Executive Offices:**

6070 Parkland Blvd  
Mayfield Heights, OH 44124

**Item 2(a). Name of Person Filing:**

**FMR LLC**

**Item 2(b). Address or Principal Business Office or, if None,  
Residence:**

82 Devonshire Street, Boston,

Massachusetts 02109

**Item 2(c). Citizenship:**

Not applicable

**Item 2(d). Title of Class of Securities:**

**Common Stock**

**Item 2(e). CUSIP Number:**

117421107

**Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b)**  
and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

**Item 4. Ownership**

(a)	Amount Beneficially Owned:	0
(b)	Percent of Class:	0.000%
(c)	Number of shares as to which such person has:	
(i)	sole power to vote or to direct the vote:	0
(ii)	shared power to vote or to direct the vote:	0
(iii)	sole power to dispose or to	
	direct the disposition of:	0

(iv) shared power to dispose or to direct the disposition of: 0

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of any of the class of securities, check the following (X).

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which**  
Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Inasmuch as the reporting persons are no longer the beneficial owners of more than five percent of the number of shares outstanding, the reporting persons have no further reporting obligation under Section 13(d) of the Securities and Exchange Commission thereunder, and the reporting persons have no obligation to amend this Statement if any material change occurs in the facts set forth herein.

**Signature**

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.

September 09, 2010  
Date

*/s/ Scott C. Goebel*  
*Signature*

*Scott C. Goebel*  
*Duly authorized under Power of Attorney*  
*effective as of June 1, 2008 by and on behalf of FMR LLC*  
*and its direct and indirect subsidiaries*

**SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)**

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

**SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS**

**FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f)(1) AGREEMENT**

The undersigned persons, on September 09, 2010, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of BRUSH ENGINEERED MATERIALS INC at August 31, 2010.

**FMR LLC**

*By /s/ Scott C. Goebel*  
*Scott C. Goebel*  
*Duly authorized under Power of Attorney effective as*  
*of June 1, 2008, by and on behalf of FMR LLC and its direct*  
*and indirect subsidiaries*

**Edward C. Johnson 3d**

*By /s/ Scott C. Goebel*  
*Scott C. Goebel*  
*Duly authorized under Power of Attorney effective as*  
*of June 1, 2008, by and on behalf of Edward C. Johnson 3d*