

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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

INC BW																5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Common Stock	GRAMPA JOHN D						BRUSH ENGINEERED MATERIALS							Director	Director 10% Owner				
Size	(Last)) (Fit	rst) (1	Middle)					iest T	rans	actio	n (MM	/DD/YYY	Y)				Other (speci	fy below)
A FAmendment, Date Original Filed (MM/DD/YYYY) S. Individual or Joint/Group Filing (Chock Applicable Line Na Permit filed by Gross Reproting Persons	(Eust)	, (1	(1	viidaic)										,	Sr. VP Finan	ce and C	FO		
Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Paramified by More Regioning Person Paramified by More Regionally Paramified by More Regional Paramified by More Regional	6070 PARK																		
Table I - Non-Derivative Securities Security Form filed by More than One Reposting Person		(St	treet)			4.	If Aı	nendme	ent, D	ate C)rigii	nal Fil	ed (MM/I	OD/YYYY)	6. Individual	or Joint/G	roup Filing	Check Appl	icable Line)
Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owned (India: 3) 2. Trans. Date 2. Trans. Date 2. Trans. Date 2. Trans. Date 2. Trans. Code 4. Securities Acquired (A) 3. Amount of Securities Beneficially Owned (India: 3) 4. Amount of Securities Beneficially Owned (India: 3) 4. Amount of Securities Beneficially Owned (India: 4) 5. Amount of Securities Beneficially Owned (India: 5) 5. Amount of Securities Beneficially Owned (Zin)											X Form filed by	X Form filed by One Reporting Person Form filed by More than One Reporting Person			
Title of Security (Indit 5) Common Stock	(0	ony) (c	state) (2	Lip)															
Common Stock				Table	2 I - N	on-De	erivat	ive Sec	uritie	s Ac	quir	ed, Di	isposed	of, or Be	eneficially Own	ed			
Common Stock S772009				2. Trar	ns. Date	Execution				or Dis		sposed of (D)		Following Reported Transaction(s)			Ownership	of Indirect	
Common Stack																			Ownership (Instr. 4)
S772809									Cod	ie	V	Amoun		Price					
Common Stock	Common Stock				5/7/2	2009			A			8000	A	\$15.97		8000		D	
Common Stock	Common Stock				5/7/2	2009			D			1000	D	\$18.196		7000		D	
Common Stock	Common Stock				5/7/2	2009			D			1000	D	\$18.178		6000		D	
Common Stock	Common Stock				5/7/2	2009			D			1000	D	\$18.308		5000		D	
Some Stock Strize Stri	Common Stock				5/7/2	2009			D			1000	D	\$18.38		4000		D	
Common Stock	Common Stock				5/7/2	2009			D			1000	D	\$18.362		3000		D	
Common Stock 5/7/2009 D 1000 D \$18.369 0 D Held in Trust	Common Stock				5/7/2	2009			D			1000	D	\$18.433		2000		D	
Strict Options Stock S77/2009 D 1000 D S18.003 4561 I Held in Trust	Common Stock				5/7/2009				D			1000	D	\$18.412		1000		D	
Trust Common Stock S/7/2009 D 1000 D S18.088 3561 I Held in Trust Trust	Common Stock 5				5/7/2009				D			1000	D	\$18.369		0		D	
Common Stock S7/2009 D 1561 D S18.40 2000 I Held in Trust	Common Stock			5/7/2009				D			1000	D	\$18.003		4561		I		
Common Stock 5/7/2009 D 1000 D \$18.496 1000 D Held in Trust	Common Stock				5/7/2009				D			1000	D	\$18.088		3561		I	
Common Stock S7/7/2009 D 1000 D \$18.562 0	Common Stock				5/7/2	2009			D			1561	D	\$18.40		2000		I	
Common stock Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate Security Conversion or Exercise Price of Derivative Security Security (Instr. 3) Or Exercise Price of Derivative Security (Instr. 3) Or Exercise Price of Derivative Security (Instr. 3) Or Exercise Price of Derivative Security (Instr. 3, 4 and 5) Or Exercise Price of Derivative Security (Instr. 3, 4 and 5) Or Exercise Price of Derivative Security (Instr. 3) Or Exercise Price of Derivative Security (Instr. 3) Or Exercise Price of Derivative Security (Instr. 3) Or Exercise Price of Derivative Security (Instr. 3, 4 and 5) Or Exercise Price of Derivative Security (Instr. 3) Or Exercise Price of Derivative Security (Instr. 4) Or Indirect Transaction(s) O	Common Stock			5/7/2009				D			1000	D	\$18.496		1000		I		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate 2. Conversion or Exercise Price of Derivative Security (Instr. 3) Date Code V (A) (D) Date Exercisable Date Date Exercisable Date Date Exercisable Date Date Date Exercisable Date D	Common Stock				5/7/2009				D			1000	D	\$18.562		0		I	
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 Security 3. Trans. Date Execution Date, if any Derivative Security Security Code V (A) (D) Stock Options S15 97 5/7/2009 M 8000 81/2000 2/1/2010 Common 8000 \$0 8000 Derivative Securities Plant of Decimal Plant of Date Date Exercisable and Title Number of Shares Stock Options S15 97 5/7/2009 1. Title of Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3) and 4) 8. Price of Securities Underlying Derivative Security (Instr. 3) Owned Security Form of Derivative Security (Instr. 4) 9. Number of Derivative Securities Deneficially Ownership (Instr. 4) 9. Number of Derivative Securities Deneficially Ownership (Instr. 4) 9. Number of Securities Derivative Securities Deneficially Ownership (Instr. 4) 9. Number of Derivative Securities Deneficially Ownership (Instr. 4) 9. Number of Se	Common stock															31228		D	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivate Security (Instr. 3) 2. Conversion of Exercise Price of Derivative Security Security Conversion of Exercise Price of Derivative Security Security Code V (A) (D) Stock Options Stock Options Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Security Securities Securities Securities Securities (Instr. 4) 8. Price of Ownership (Instr. 5) 8. Price of Number of Securities Securities 8. Price of Number of Securities 8. Price of Ownership (Instr. 5) 8. Price of Ownership (Instr. 5) 8. Price of Number of Securities 9. Number of Number of Number of Shares 8. Price of Ownership (Instr. 4) 9. Number of Number of Shares 10. Ownership (Instr. 4) 11. Nature of Indirect Exprication Date 12. Date Exprication Date 13. Tans. Date Exprication Date 14. Trans. Code (Instr. 8) 15. Price of Ownership (Instr. 4) 15. Nature of Indirect Exprication Date 15. Nature of Indirect (Instr. 4) 16. Date Exercisable Exprication Date 17. Title and Amount of Securities Underlying (Instr. 5) 8. Price of Ownership (Instr. 4) 16. Date Exercisable Exprication Date 17. Title and Amount of Exprication Date 18. Price of Ownership (Instr. 4) 19. Ownership (Instr. 4) 19. Ownership (Instr. 4) 19. Ownership (Instr. 4) 19. Ownership (Instr. 4) 1	Common Stock															698		I	401(k)
1. Title of Derivate Security (Instr. 3) Onversion or Exercise Price of Derivative Security Security One of Derivative Security Security Security Security One of Derivative Security Securi		T		. ,.		•,•	ъ	e · 11		1.							•4• >		
Security (Instr. 3) Conversion of Exercise Price of Derivative Security Security Sec	1. Title of Desirents											-						10	11 Notano
Price of Derivative Security Disposed of (D) (Instr. 3 and 4)	Security Conversion Date Execution (str. 8) Der		vative Securities					Securities	Underlying	Derivative derivative	Ownership	of Indirect			
Security Code V (A) Date Expiration Date Exercisable Date Expiration Date Title Amount or Number of Shares Following Reported Transaction(s) (I) (Instr. 4) (Instr. 4) Stock Options S15 97 5/7/2009 M 8000 S1/2000 2/1/2010 Common 8000 S0 8000 D	(Instr. 3)	Price of		Date, 11	any			Disposed	of (D)								Beneficially	Derivative	Ownership
Code V (A) (D) Exercisable Exercisable Title Number of Shares Transaction(s) (Instr. 4) (I) (Instr. 4)					-			(Instr. 3,	4 and 5)		ı					Following	Direct (D)	(Instr. 4)
						Code	v	(A)						Title	Number of		Transaction(s)	(I) (Instr.	
	Stock Options	\$15.97	5/7/2009			M		8000			8/1/2	000	2/1/2010		8000	\$0	8000	D	

Explanation of Responses:

(1) Reporting person acquired shares through acquisitions under a 401(k) plan by the trustee of the plan. This number is according to the latest trustee report. (Note: Trustee uses unit accounting, therefore, share equivalents may fluctuate slightly from month to month.)

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	ctor 10% Owner Officer		Other				
GRAMPA JOHN D								
6070 PARKLAND BLVD.			Sr. VP Finance and CFO					
MAYFIELD, OH 44124								

Signatures

Susan J. MacDonald / Atty in fact	5/8/2009		
** 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.

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.