

FORM 4

[] 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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
GRAMPA JOHN D		BRUSH ENGINEERED MATERIALS INC [BW]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. VP Finance and CFO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
6070 PARKLAND BLVD.		5/7/2009			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
MAYFIELD, OH 44124				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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

1. Title of Security (Instr. 3)	2. Trans. Date	3A. 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			
Common Stock	5/7/2009		A		8000	A	\$15.97	8000	D	
Common Stock	5/7/2009		D		1000	D	\$18.196	7000	D	
Common Stock	5/7/2009		D		1000	D	\$18.178	6000	D	
Common Stock	5/7/2009		D		1000	D	\$18.308	5000	D	
Common Stock	5/7/2009		D		1000	D	\$18.38	4000	D	
Common Stock	5/7/2009		D		1000	D	\$18.362	3000	D	
Common Stock	5/7/2009		D		1000	D	\$18.433	2000	D	
Common Stock	5/7/2009		D		1000	D	\$18.412	1000	D	
Common Stock	5/7/2009		D		1000	D	\$18.369	0	D	
Common Stock	5/7/2009		D		1000	D	\$18.003	4561	I	Held in Trust
Common Stock	5/7/2009		D		1000	D	\$18.088	3561	I	Held in Trust
Common Stock	5/7/2009		D		1561	D	\$18.40	2000	I	Held in Trust
Common Stock	5/7/2009		D		1000	D	\$18.496	1000	I	Held in Trust
Common Stock	5/7/2009		D		1000	D	\$18.562	0	I	Held in Trust
Common stock								31228	D	
Common Stock								698	I	Held in 401(k) Plan (u)

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				
Stock Options	\$15.97	5/7/2009		M		8000	8/1/2000	2/1/2010	Common stock	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			
	Director	10% Owner	Officer	Other
GRAMPA JOHN D 6070 PARKLAND BLVD. MAYFIELD, OH 44124			Sr. VP Finance and CFO	

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.

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