

# 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 * <b>SHERWIN JOHN JR</b>  (Last) (First) (Middle) <b>17876 ST. CLAIR AVE.</b> (Street) <b>CLEVELAND, OH 44110</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BRUSH ENGINEERED MATERIALS INC [ BW ]</b>	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) <b>2/16/2007</b>		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			
common stock	2/16/2007		M		2000	A	\$5.61	2000	D	
common stock	2/16/2007		M		2000	A	\$12.36	4000	D	
common stock	2/16/2007		M		2000	A	\$14.80	6000	D	
common stock	2/16/2007		S		4700	D	\$44.23	1300	D	
common stock	2/16/2007		S		200	D	\$44.27	1100	D	
common stock	2/16/2007		S		900	D	\$44.38	200	D	
common stock	2/16/2007		S		100	D	\$44.44	100	D	
common stock	2/16/2007		S		100	D	\$44.45	0	D	
common stock								7101	I	See footnote (1)
common stock								1873 (2)	D	
common stock								1429	I	See footnote (3)
common stock								7795	I	See footnote (4)

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				
Employee Stock Option (Right to buy)	\$5.61	2/16/2007		M		2000	11/7/2003	5/7/2013	common stock	2000	\$0	0	D	
Employee Stock option (right to buy)	\$12.36	2/16/2007		M		2000	11/8/2002	5/8/2012	common stock	2000	\$0	0	D	
Employee Stock Option (Right to buy)	\$14.80	2/16/2007		M		2000	11/4/2005	5/4/2015	common stock	2000	\$0	0	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) Restricted Stock Units
- (3) Reflects shares held by the reporting person as trustee for son, John (1,026) and daughter, Heather (403).
- (4) Reflects shares held in living trust of the reporting person.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERWIN JOHN JR 17876 ST. CLAIR AVE. CLEVELAND, OH 44110	X			

**Signatures**Susan J. MacDonald / Atty in fact2/16/2007\*\*  
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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