

# BRUSH WELLMAN INC

## FORM SC 13G/A (Amended Statement of Ownership)

Filed 2/17/1998

Address	17876 ST CLAIR AVE CLEVELAND, Ohio 44110
Telephone	216-486-4200
CIK	0000014957
Fiscal Year	12/31

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**Amendment No. 4**

**BRUSH WELLMAN INC.**  
(Name of Issuer)

**COMMON STOCK**  
(Title of Class of Securities)

117421107  
(CUSIP Number)

Check the following box if a fee is being paid with this  
statement ( ).

**SCHEDULE 13G**  
**Amendment No. 4**

**BRUSH WELLMAN INC.**  
(Name of Issuer)

**COMMON STOCK**  
(Title of Class of Securities)

117421107  
(CUSIP Number)

(1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons

**Robert C. Krembil**

(2) Check the Appropriate Box if a Member of a Group

(a)

(b) (x)

(3) SEC Use Only

(4) Citizenship or Place of Organization

Robert C. Krembil is a citizen of Canada

Number of Shares	(5)	Sole Voting Power	20,000 shares
Benefici- ally Owned	(6)	Shared Voting Power	NIL
by Each	(7)	Sole Dispositive Power	20,000 shares
Reporting Person With	(8)	Shared Dispositive Power	NIL

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

20,000 shares

**Check if the Aggregate Amount in Row (9) Excludes Certain Shares**

Not applicable

**Percent of Class Represented by Amount in Row 9**

0.1 % of outstanding common shares

(12) Type of Reporting Person IN (see item 2A)

**SCHEDULE 13G**  
**Amendment No. 4**

**BRUSH WELLMAN INC.**  
(Name of Issuer)

**COMMON STOCK**  
(Title of Class of Securities)

117421107  
(CUSIP Number)

(1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons

**Trimark Financial Corporation**

(2) Check the Appropriate Box if a Member of a Group

(a)

(b) (x)

(3) SEC Use Only

(4) Citizenship or Place of Organization

Trimark Financial Corporation is a corporation incorporated under the laws of Ontario,  
Canada

Number of Shares	(5)	Sole Voting Power	1,554,000 shares
Benefici- ally Owned	(6)	Shared Voting Power	NIL
by Each Reporting Person With	(7)	Sole Dispositive Power	1,554,000 shares
	(8)	Shared Dispositive Power	NIL

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,554,000 shares

**Check if the Aggregate Amount in Row (9) Excludes Certain Shares**

Not applicable

**Percent of Class Represented by Amount in Row 9**

9.5 % of outstanding common shares

(12) Type of Reporting Person HC (see item 2A)

Item 1(a)

Name of Issuer: Brush Wellman Inc.

Item 1(b)

**Address of Issuer's Principal Executive Offices:**

17876 St. Clair Avenue  
Cleveland, Ohio 44110

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

Certain Trimark mutual funds (the "Funds"), which are trusts organized under the laws of Ontario, Canada, are owners of record of a portion of the securities covered by this report. Robert C. Krembil, a Canadian citizen, and Chairman and shareholder of Trimark Financial Corporation ("TFC"), is also an owner of record of a portion of the securities covered by this report. Trimark Investment Management Inc. ("TIMI"), a corporation incorporated under the laws of Canada, is a manager and trustee of the Funds. TIMI is qualified to act as an investment adviser and manager of the Funds in the province of Ontario pursuant to a registration under the Securities Act (Ontario). Trimark Financial Corporation ("TFC") is a corporation incorporated under the laws of Ontario, Canada. It owns 100% of the voting equity securities of TIMI. Consequently, TFC may be deemed to be the beneficial owner of such securities.

**Item 2(b)****Address of Principal Business Office:**

One First Canadian Place  
Suite 5600, P.O. Box 487  
Toronto, Ontario  
**M5X 1E5**

(416) 362-7181

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

Robert C. Krembil - Canada  
Trimark Financial Corporation - Incorporated under the laws of Ontario, Canada  
Trimark Investment Management Inc. - Incorporated under the laws of Canada

Trimark mutual funds - mutual fund trusts organized under the laws of Ontario, Canada

Item 2(d)

Title of Class of Securities: common stock

Item 2(e)

CUSIP Number: 117421107

Item 3

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) ( ) Broker or Dealer registered under Section 15 of the Act
- (b) ( ) Bank as defined in section 3(a) (6) of the Act
- (c) ( ) Insurance Company as defined in section 3(a)(19) of the Act
- (d) ( ) Investment Company registered under section 8 of the Investment Company Act
- (e) ( ) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f) ( ) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see 240.13d-1(b) (1) (ii)(F)
- (g) (x ) Parent Holding Company, in accordance with 240.13d-1(b) (ii)(G)  
(Note: See Item 7)
- (h) ( ) Group, in accordance with 240.13d-1(b) (ii)(H)  
(see item 2A)

Item 4

Ownership.

- (a) Amount Beneficially Owned\*:  
1,574,000 shares
- (b) Percent of Class:

9.6 %

(c) Number of shares as to which such person has\*:

(i) sole power to vote or to direct the vote: (TFC) 1,574,000

(ii) shared power to vote or to direct the vote:

**NIL**

(iii) sole power to dispose or to direct the disposition of: (TFC) 1,574,000

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

\* (see item 2(a))

## **Item 5**

### **Ownership of Five Percent or Less of a Class**

**Inapplicable**

## **Item 6**

### **Ownership of More than Five Percent on Behalf of Another Person**

**Inapplicable**

## **Item 7**

Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

See item 2(a)

## **Item 8**

### **Identification and Classification of Members of the Group.**

**Inapplicable**

## **Item 9**

### **Notice of Dissolution of Group.**

**Inapplicable**

## **Item 10**

### **Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

### **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.

Date: February 11, 1998

Signature:

Name/Title: Michael Kevin Feeney, Chief Financial Officer, on

behalf of Trimark Financial Corporation in its capacity as a  
"Reporting Person" herein.

of fact Attention: Intentional misstatements or omissions  
constitute Federal criminal violations (See 18  
U.S.C. 1001).

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**End of Filing**

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