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BRUSH ENGINEERED MATERIALS INC

Form 4

February 26, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hipple Richard J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			BRUSH ENGINEERED MATERIALS INC [BW]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify			

17876 ST. CLAIR AVE.

(Street)

(Ctota)

4. If Amendment, Date Original Filed(Month/Day/Year)

02/23/2007

10% Owner Other (specify below) below) Chairman, President and CEO 6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CLEVELAND, OH 44110

(City)	(State) ((Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/23/2007		M	3,500	A	\$ 12.15	3,500	D (1)	
Common Stock	02/23/2007		M	8,000	A	\$ 5.55	11,500	D (2)	
Common Stock	02/23/2007		S	600	D	\$ 47.8	10,900	D	
Common Stock	02/23/2007		S	200	D	\$ 47.76	10,700	D	
Common Stock	02/23/2007		S	1,300	D	\$ 47.75	9,400	D	

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Common Stock	02/23/2007	S	100	D	\$ 47.74	9,300	D
Common Stock	02/23/2007	S	700	D	\$ 47.73	8,600	D
Common Stock	02/23/2007	S	3,400	D	\$ 47.72	5,200	D
Common Stock	02/23/2007	S	2,000	D	\$ 47.71	3,200	D
Common Stock	02/23/2007	S	500	D	\$ 47.7	2,700	D
Common Stock	02/23/2007	S	100	D	\$ 47.69	2,600	D
Common Stock	02/23/2007	S	100	D	\$ 47.67	2,500	D
Common Stock	02/23/2007	S	800	D	\$ 47.66	1,700	D
Common Stock	02/23/2007	S	500	D	\$ 47.65	1,200	D
Common Stock	02/23/2007	S	100	D	\$ 47.62	1,100	D
Common Stock	02/23/2007	S	900	D	\$ 47.61	200	D
Common Stock	02/23/2007	S	100	D	\$ 47.6	100	D
Common Stock	02/23/2007	S	100	D	\$ 47.59	100	D
Common Stock						58,895	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
	Security				(D)		

Do Se (In

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(Instr. 3, 4, and 5)

		and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.15	02/23/2007	A		3,500		08/05/2002	02/01/2012	common stock	3,500
Stock Option (Right to Buy)	\$ 5.55	02/23/2007	A		8,000		08/11/2003	02/11/2013	common stock	8,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hipple Richard J 17876 ST. CLAIR AVE. CLEVELAND, OH 44110

Chairman, President and CEO

Signatures

Susan J. MacDonald / Atty

in fact 02/26/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Grant of restricted stock which vests in three years.
- (2) Reflects grant of Performance Restricted Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3