BRUSH ENGINEERED MATERIALS INC

Reported by

HIPPLE RICHARD J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/05/10 for the Period Ending 05/04/10

Address	6070 PARKLAND BLVD. MAYFIELD HTS., OH 44124
Telephone	2163834931
CIK	0001104657
Symbol	BW
SIC Code	3330 - Primary Smelting And Refining Of Nonferrous
Fiscal Year	12/31

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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
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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) 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)
Hipple Richard J	**BRUSH ENGINEERED MATERIALS INC [BW]**	_____ Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__ **X** __ Officer (give title below) _____ Other (specify below)
6070 PARKLAND BLVD.	**5/4/2010**	**Chairman, President and CEO**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
MAYFIELD HTS., OH 44124		_ **X** _ Form filed by One Reporting Person
(City) (State) (Zip)		___ Form filed by More than One Reporting Person

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	**5/4/2010**		**M**		**9000**	**A**	**$17.075**	**87652**	**D**	
Common Stock	**5/4/2010**		**M**		**10000**	**A**	**$17.68**	**97652**	**D**	
Common Stock	**5/4/2010**		**M**		**4800**	**A**	**$14.10**	**102452**	**D**	
Common Stock	**5/4/2010**		**S**		**8300**	**D**	**$28.25**	**94152**	**D**	
Common Stock	**5/4/2010**		**S**		**600**	**D**	**$28.29**	**93552**	**D**	
Common Stock	**5/4/2010**		**S**		**100**	**D**	**$28.295**	**93452**	**D**	
Common Stock	**5/4/2010**		**S**		**3300**	**D**	**$28.26**	**90152**	**D**	
Common Stock	**5/4/2010**		**S**		**2600**	**D**	**$28.27**	**87552**	**D**	
Common Stock	**5/4/2010**		**S**		**1000**	**D**	**$28.28**	**86552**	**D**	
Common Stock	**5/4/2010**		**S**		**1200**	**D**	**$28.30**	**85352**	**D**	
Common Stock	**5/4/2010**		**S**		**1400**	**D**	**$28.33**	**83952**	**D**	
Common Stock	**5/4/2010**		**S**		**500**	**D**	**$28.39**	**83452**	**D**	
Common Stock	**5/4/2010**		**S**		**300**	**D**	**$28.31**	**83152**	**D**	
Common Stock	**5/4/2010**		**S**		**2600**	**D**	**$28.32**	**80552**	**D**	
Common Stock	**5/4/2010**		**S**		**300**	**D**	**$28.34**	**80252**	**D**	
Common Stock	**5/4/2010**		**S**		**200**	**D**	**$28.35**	**80052**	**D**	
Common Stock	**5/4/2010**		**S**		**300**	**D**	**$28.36**	**79752**	**D**	

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	**5/4/2010**		**S**		**100**	**D**	**$28.37**	**79652**	**D**	
Common Stock	**5/4/2010**		**S**		**300**	**D**	**$28.38**	**79352**	**D**	
Common Stock	**5/4/2010**		**S**		**200**	**D**	**$28.40**	**79152**	**D**	
Common Stock	**5/4/2010**		**S**		**200**	**D**	**$28.41**	**78952**	**D**	
Common Stock	**5/4/2010**		**S**		**100**	**D**	**$28.42**	**78852**	**D**	
Common Stock	**5/4/2010**		**S**		**100**	**D**	**$28.43**	**78752**	**D**	
Common Stock	**5/4/2010**		**S**		**100**	**D**	**$28.47**	**78652**	**D**	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	**$17.075**	**5/4/2010**		**A**		**900**		**6/22/2004**	**2/3/2014**	**Common Stock**	**9000**	**$0**	**9000**	**D**	
Stock Options	**$17.68**	**5/4/2010**		**A**		**10000**		**8/8/2005**	**2/8/2015**	**Common Stock**	**9000**	**$0**	**19000**	**D**	
Stock Options	**$14.10**	**5/4/2010**		**A**		**4800**		**10/29/2005**	**4/29/2015**	**Common Stock**	**4800**	**$0**	**23800**	**D**	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hipple Richard J **6070 PARKLAND BLVD.** **MAYFIELD HTS., OH 44124**			**Chairman, President and CEO**	

Signatures

Susan J. MacDonald / Atty in fact — **5/5/2010**

** 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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