BRUSH ENGINEERED MATERIALS INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 2/16/2007 For Period Ending 2/16/2007

Address	17876 ST. CLAIR AVE. CLEVELAND, Ohio 44110
Telephone	216-383-4062
CIK	0001104657
Industry	Metal Mining
Sector	Basic Materials
Fiscal Year	12/31

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FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2008
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, 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)
SHERWIN JOHN JR	**BRUSH ENGINEERED MATERIALS INC [BW]**	__ X __ Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	_____ Officer (give title below) _____ Other (specify below)
17876 ST. CLAIR AVE. (Street)	**2/16/2007**	
CLEVELAND, OH 44110 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ X _ Form filed by One Reporting Person ___ 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	**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	(A)	(D)	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 fact **2/16/2007**

** 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).

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