

BRUSH ENGINEERED MATERIALS INC
 Form 4
 February 26, 2007

FORM 4 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hipple Richard J

2. Issuer Name and Ticker or Trading Symbol
 BRUSH ENGINEERED MATERIALS INC [BW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 17876 ST. CLAIR AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chairman, President and CEO

CLEVELAND, OH 44110

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 02/23/2007 | | M | | 3,500 A \$ 12.15 | D | (1) |
| Common Stock | 02/23/2007 | | M | | 8,000 A \$ 5.55 | D | (2) |
| Common Stock | 02/23/2007 | | S | | 600 D \$ 47.8 | D | |
| Common Stock | 02/23/2007 | | S | | 200 D \$ 47.76 | D | |
| Common Stock | 02/23/2007 | | S | | 1,300 D \$ 47.75 | 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.

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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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------|

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(Instr. 3, 4,
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.

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