

SHERWIN JOHN JR  
 Form 4  
 November 08, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 SHERWIN JOHN JR

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/08/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6070 PARKLAND BLVD.

(Street)

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

MAYFIELD HTS., OH 44124

(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 or Price |   |  |                                   |
| Common Stock                    | 11/08/2010                           |  | A                              |   |   | 2,000           |   | D  |                                   |
| Common Stock                    | 11/08/2010                           |  | A                              |   |   | 4,000           |   | D  |                                   |
| Common Stock                    | 11/08/2010                           |  | D                              |   |   | 0               |   | D  |                                   |
| Common Stock                    |                                      |  |                                |   |   | 5,687           |   | D  |                                   |
| Common Stock                    |                                      |  |                                |   |   | 7,101           |   | I  | See footnote                      |

|              |       |   |                         |
|--------------|-------|---|-------------------------|
| Common Stock | 1,429 | I | (2)<br>See footnote (3) |
| Common Stock | 6,668 | I | See footnote (4)        |

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

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**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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Title                         | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 20.6  | 11/08/2010                           |  | A                              | 2,000   | 11/02/2001 05/02/2011                                    | common stock  | 2,000                         |                            |
| Stock Option (Right to Buy)                | \$ 16.1  | 11/08/2010                           |  | A                              | 2,000   | 11/05/2004 05/05/2014                                    | common stock  | 2,000                         |                            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SHERWIN JOHN JR<br>6070 PARKLAND BLVD.<br>MAYFIELD HTS., OH 44124 |               | X         |         |       |

## Signatures

Susan J. MacDonald / Atty  
in fact

11/10/2010

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.159 to 36.28, inclusive
- (2) Acquired and held by trust for the Brush Engineered Materials Inc. Deferred Compensation Plan for Non-employee Directors and the 1997 Stock Incentive Plan.
- (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.

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.