BRUSH ENGINEERED MATERIALS INC

Form 4

August 17, 2006

FORM 4

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

OMB Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ROBERTSON WILLIAM R Issuer Symbol **BRUSH ENGINEERED** (Check all applicable) MATERIALS INC [BW] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 17876 ST. CLAIR AVE. 08/17/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

CLEVELAND, OH 44110

| (City) | (State) (Z | Zip) Table | e I - Non-D | erivative | Secur | ities Acqui | red, Disposed of | , or Beneficia | ally Owned |
|--|--------------------------------------|---|-----------------|--|------------------------------|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | ispose 4 and (A) or | d of (D) 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) |
| Brush Engineered Materials Inc. | 08/17/2006 | | Code V M | Amount 2,000 | (D) | Price \$ 12.45 | 2,000 | D | |
| Brush Engineered Materials Inc. | 08/17/2006 | | M | 2,000 | A | \$ 5.59 | 4,000 | D | |
| Brush Engineered Materials Inc. | 08/17/2006 | | M | 2,000 | A | \$ 16.125 | 6,000 | D | |

| Brush Engineered Materials Inc. | 08/17/2006 | M | 2,000 | A | \$ 14.59 | 8,000 | D | |
|---|------------|---|-------|---|----------|--------|---|----------------------------|
| Brush Engineered Materials Inc. | 08/17/2006 | S | 300 | D | \$ 25.77 | 7,700 | D | |
| Brush Engineered Materials Inc. | 08/17/2006 | S | 7,700 | D | \$ 25.56 | 0 | D | |
| Brush Engineered Materials Inc. | | | | | | 10,000 | I | by limited partnership (2) |
| Brush Engineered Materials Inc. | | | | | | 500 | I | by spouse (3) |
| Brush Engineered Materials Inc. | | | | | | 1,873 | D | |
| Brush Engineered Materials Inc. | | | | | | 9,320 | I | See footnote (1) |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. | | | | | | | | |

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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)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|---------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | of Underlying |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | Securities |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired | | (Instr. 3 and 4) |
| | Derivative | | | | (A) or | | |
| | Security | | | | Disposed of | | |
| | | | | | (D) | | |
| | | | | | (Instr. 3, 4, | | |
| | | | | | and 5) | | |
| | | | | Code V | (A) (D) | | Title |
| | | | | Code v | (A) (D) | | Title |

| | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
|--|-----------|------------|---|-------|---------------------|--------------------|-----------------|--|
| Director Stock Option (Right to buy) | \$ 12.45 | 08/17/2006 | M | 2,000 | 11/07/2002 | 05/07/2012 | common stock | 2,000 |
| Director Stock Option (Right to Buy) | \$ 5.59 | 08/17/2006 | M | 2,000 | 11/07/2003 | 05/07/2013 | common stock | 2,000 |
| Director Stock Option (Right to Buy) | \$ 16.125 | 08/17/2006 | M | 2,000 | 11/05/2004 | 05/05/2014 | common stock | 2,000 |
| Director Stock Option (Right to Buy) | \$ 14.59 | 08/17/2006 | M | 2,000 | 11/04/2005 | 05/04/2015 | common stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| ROBERTSON WILLIAM R 17876 ST. CLAIR AVE. CLEVELAND, OH 44110 | X | | | | | | |

Signatures

Susan J. MacDonald / Atty in Fact 08/17/2006

**Signature of Reporting Person Da

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) Acquired and held by trust for the Brush Engineered Materils Inc. Deferred Compensation Plan for Non-employee Directors and the 1997 Stock Incentive Plan.
- Reflects transfer of shares to a limited partnership of which the reporting person and his spouse were then the sole general and limited partners. The reporting person and his spouse each disclaim beneficial ownership of such shares except to the extent of his or her pecuniary interest therein.

Reporting Owners 3

(3) Reporting person disclaims beneficial ownership of these 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.