PRYOR WILLIAM G

Form 4 May 03, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations

may continue. See Instruction 1(b).

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 \* PRYOR WILLIAM G

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)

17876 ST. CLAIR AVE.

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

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

05/02/2007

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

CLEVELAND, OH 44110

(City)

stock

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |        |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature of Indirect Beneficial Ownership                  |            |            |
|--------------------------------------|---|---|--------|--------|---|--|---|------------|------------|
|                                      |   | , , ,   | Code V | Amount | (A)<br>or<br>(D)                                    | Price  | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| Common stock                         | 05/02/2007                              |   | A      | 979    | A   | \$<br>46.01  | 2,852   | D          |            |
| Common                               |   |   |        |        |   |  | 1 000   | T          | See        |

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

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.

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SEC 1474 (9-02)

(1)

footnote

### Edgar Filing: PRYOR WILLIAM G - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, |                     | ate                | 7. Titl<br>Amou<br>Under<br>Securi<br>(Instr. | nt of<br>lying                         | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owno<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|---|--|--|---|
|   |   |   |   | Code V                                | 4, and 5) (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |  |   |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| • 0                            | Director      | 10% Owner | Officer | Other |  |  |  |
| PRYOR WILLIAM G                |               |           |         |       |  |  |  |
| 17876 ST. CLAIR AVE.           | X             |           |         |       |  |  |  |
| CLEVELAND OH 44110             |               |           |         |       |  |  |  |

### **Signatures**

Susan J. MacDonald / Atty in fact

05/03/2007

\*\*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).
- Acquired and held by trust for the Brush Engineered Materials Inc. Deferred Compensation Plan for Non-employee Directors and the 1997 Stock Incentive Plan.

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.

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