

BRUSH ENGINEERED MATERIALS INC
 Form 4
 October 27, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 GENDELL JEFFREY L ET AL

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)
 55 RAILROAD AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/23/2008

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

GREENWICH, CT 06830

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 or Disposed of (A) (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 or (D) Price | | | |
| Common Stock, no par value | 10/23/2008 | | S | 42,500 D (5) \$ 12.8 | 3,341,505 | I | See Footnotes (1) (2) |
| Common Stock, no par value | 10/24/2008 | | S | 106,509 D (3) \$ 11.48 | 3,234,996 | I | See Footnotes (1) (2) |
| Common Stock, no par value | 10/27/2008 | | S | 75,000 D (4) \$ 10.51 | 3,159,996 | I | See Footnotes (1) (2) |

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) (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENDELL JEFFREY L ET AL 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |

Signatures

/s/ Jeffrey L. Gendell 10/27/2008

**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).

- The Reporting Person is the managing member of Tontine Management, L.L.C. ("TM"), a Delaware limited liability company, the general partner of Tontine Partners, L.P. ("TP"), a Delaware limited partnership. The Reporting Person is also the managing member of Tontine Capital Management, L.L.C. ("TCM"), a Delaware limited liability company, the general partner of Tontine Capital Partners, L.P. ("TCP"), a Delaware limited partnership, and Tontine 25 Overseas Master Fund, L.P. ("T-25"), a Cayman Islands partnership. The Reporting Person is also the managing member of Tontine Overseas Associates, L.L.C. ("TOA"), a Delaware limited liability company, the investment adviser to Tontine Capital Overseas Master Fund, L.P. ("TCO"), a Cayman Islands partnership, Tontine Overseas Fund, Ltd. ("TOF"), a Cayman Islands corporation, T-25 and certain managed accounts.
- (1) L.P. ("TCP"), a Delaware limited partnership, and Tontine 25 Overseas Master Fund, L.P. ("T-25"), a Cayman Islands partnership. The Reporting Person is also the managing member of Tontine Overseas Associates, L.L.C. ("TOA"), a Delaware limited liability company, the investment adviser to Tontine Capital Overseas Master Fund, L.P. ("TCO"), a Cayman Islands partnership, Tontine Overseas Fund, Ltd. ("TOF"), a Cayman Islands corporation, T-25 and certain managed accounts.
- (2) The Reporting Person directly owns 0 shares of the Common Stock. TP directly owns 959,004 shares of Common Stock. TCP directly owns 1,243,391 shares of Common Stock. TCO owns 283,300 shares of Common Stock. TOF directly owns 411,001 shares of Common Stock. T-25 directly owns 193,400 shares of Common Stock. Certain managed accounts directly own 69,900 shares of Common Stock.

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All of the foregoing shares of Common Stock may be deemed to be beneficially owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by the Reporting Person or representing the Reporting Person's pro rata interest in, and interest in the profits of, TP, TM, TCP, TCM, TOA, TCO, TOF and T-25.

- (3) Common Stock sold by TP, TOF, TCP, TCO and certain managed accounts.
- (4) Common Stock sold by TOF and TP.
- (5) Common Stock sold by TCP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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