

BRUSH ENGINEERED MATERIALS INC

Form SC 13G

February 12, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13G

(Rule 13d-102)  
(Amendment No. 1)

Brush Engineered Materials, Inc.  
(Name of Issuer)

Common Stock

1174211107  
(CUSIP Number)

December 31, 2003  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1) Name of Reporting Person(s) Paradigm Capital Management, Inc.

I.R.S. Identification IRS No. 14-1770168  
No. of Above Person (entities  
only)

2) Check the Appropriate Box (a)  
if a Member of a Group (b)

3) SEC Use Only

4) Citizenship or Place of Organization

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(5)	Sole Voting Power	725,900
(6)	Shared Voting Power	-0-
(7)	Sole Dispositive Power	725,900
(8)	Shared Dispositive Power	-0-

9) Aggregate Amount Beneficially  
Owned by Each Reporting Person 725,900

10) Check if the Aggregate Amount in  
Row (9) Excludes Certain Shares Not Applicable

11) Percent of Class Represented by  
Amount In Row (9) 4.4%

12) Type of Reporting Person IA

CUSIP NO. 117421107

Page 3 of 4 Pages

Item 1(a) Name of Issuer: Brush Engineered Materials, Inc.

Item 1(b) Address of Issuer's Principal 17876 St. Claire Avenue  
Executive Offices: Cleveland, OH 44110

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Item 2(a) Name of Person Filing: Paradigm Capital Management, Inc.

Item 2(b) Address of Principal Business Office: Nine Elk Street  
Albany, New York 12207

Item 2(c) Citizenship:  
A New York State corporation

Item 2(d) Title of Class of Securities: Common Stock

Item 2(e) Cusip Number: 117421107

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-  
(b) or 9c), check whether the person filing is a:

(e)  an investment adviser in accordance with 240.13d-  
1(b) (1) (ii) (E).

Item 4. Ownership.

(a) Amount beneficially owned: 725,900

(b) Percent of class: 4.4%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:  
725,900

(ii) Shared power to vote or direct the vote:  
-0-

(iii) Sole power to dispose or to direct the disposition of:  
725,900

(iv) Shared power to dispose or to direct the disposition of:  
-0-

CUSIP NO. 117421107

Page 4 of 4 Pages

Item 5. Ownership of 5% or Less of a Class.

If this statement is being filed to report the fact as of the date hereof  
the reporting person has ceased to be the beneficial owner of more than five  
percent of the class of securities, check the following .

Item 6. Ownership of more than 5% on Behalf of Another Person.

All securities reported in this Schedule 13G Report are owned by advisory  
clients of the Reporting Person.

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Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8 Identification and Classification of Members of the Group.

Not Applicable

Item 9 Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement in conjunction with the reporting persons beneficial ownership of the common stock of Brush Engineered Materials, Inc. at December 31, 2003 is true, complete and correct.

PARADIGM CAPITAL MANAGEMENT, INC.

Dated: February 12, 2004

By\_/s/ Robert A. Benton  
(Signature)

\_Vice President and CFO  
(Name/Title)  
Telephone: (518) 431-3500