

SHERWIN JOHN JR
 Form 5
 February 06, 2013

FORM 5

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

OMB APPROVAL
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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 SHERWIN JOHN JR
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 MATERION Corp [MTRN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

6070 PARKLAND BLVD.
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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

MAYFIELD HTS., OH 44124
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

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

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/01/2012	Â	A4 ⁽¹⁾	24.876 A	\$ 21.41	7,125.876 I	See footnote (1)
Common Stock	09/04/2012	Â	A4 ⁽¹⁾	25.326 A	\$ 21.1	7,151.202 I	See footnote (1)
Common Stock	12/04/2012	Â	A4 ⁽¹⁾	25.886 A	\$ 20.72	7,177.088 I	See footnote (1)

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Reflects dividend equivalents acquired under the dividend equivalent features of the Issuer's 1992 Deferred Compensation Plan for Non-employee Directors ("1992 Plan"), the 1997 Stock Incentive Plan for Non-employee Directors ("1997 Plan") and the 2006 Non-employee Director Equity Plan ("2006 Plan").

- (2) Reflects shares held by the reporting person as trustee for son, John (1,026) and daughter, Heather (403).
- (3) Reflects shares held in living trust of the reporting person.

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