

Powers Elizabeth C
Form 4
March 01, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Powers Elizabeth C

2. Issuer Name **and** Ticker or Trading
Symbol
ALLEGHENY TECHNOLOGIES
INC [ATI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 SIX PPG PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2019

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Senior VP, CHRO

PITTSBURGH, PA 15222

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

(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 (A) or Disposed of (D) (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)
Common Stock, par value \$0.10 per share	02/27/2019		A	13,843 (1)	A \$ 29.255 (2)	67,953.8038 (3)	D
Common Stock, par value \$0.10 per share	02/28/2019		M	18,571 (4)	A \$ 28.92 (5)	86,524.8038 (3)	D
Common Stock, par	02/28/2019		F	8,447 (6)	D \$ 28.92 (5)	78,077.8038 (3)	D

value
\$0.10 per
share

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

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(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Powers Elizabeth C 1000 SIX PPG PLACE PITTSBURGH, PA 15222	Senior VP, CHRO

Signatures

/s/ Elliot S. Davis, Attorney-in-Fact for Elizabeth C.
Powers

03/01/2019

__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).
- (1) Award of restricted stock units granted on February 27, 2019, which are settled in shares of stock upon vesting. The award vests in three equal annual installments on each of the first three anniversaries of the grant date.
- (2) Represents the average of the high and low trading prices for one share of the Issuer's common stock on the New York Stock Exchange on February 27, 2019.

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- (3) This amount includes 1,693.349759 shares of common stock that Ms. Powers owns in the Company's 401(k) Plan. Fluctuations in 401(k) share amounts reflect the Plan's unit reporting method. Ms. Powers holds approximately 1,422 units, which represent interests in the Company's stock fund.

- (4) Settlement of performance-vested restricted stock units that were granted in 2016, the vesting of which was contingent upon the Issuer's achievement of specified performance criteria during the period from January 1, 2016 through December 31, 2018 (the "2016-2018 PSUs"). The Issuer's partial achievement of such performance criteria was certified, and a corresponding portion of the shares underlying the 2016-2018 PSUs became payable, as of February 28, 2019.

- (5) Represents the average of the high and low trading prices for one share of the Issuer's common stock on the New York Stock Exchange on February 28, 2019.

- (6) Shares withheld for payment of taxes in connection with the February 28, 2019 settlement of the 2016-2018 PSUs.

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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