

ALLEGHENY TECHNOLOGIES INC  
Form SC 13G/A  
February 06, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**  
**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO**  
**RULES 13d-1(b),(c), and (d) AND AMENDMENTS THERETO FILED PURSUANT**  
**TO RULE 13d-2**  
**(Amendment No. 2)\***

**Allegheny Technologies Incorporated**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**01741R 10 2**

(CUSIP Number)

**December 31, 2008**

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(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 remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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 (however, see the Notes).

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Singleton Group LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number Of

0

Shares

6. Shared Voting Power

Beneficially

Owned By

3,775,000

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

3,775,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,775,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.9%

12. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**Christina Singleton Mednick**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

3. SEC Use Only

4. Citizenship or Place of Organization

**United States**

5. Sole Voting Power

Number Of

0

Shares

6. Shared Voting Power

Beneficially

Owned By

3,775,000

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

3,775,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,775,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.9%

12. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

William W. Singleton

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number Of

Shares 0  
6. Shared Voting Power

Beneficially

Owned By 3,775,000  
Each 7. Sole Dispositive Power

Reporting

Person 0  
8. Shared Dispositive Power

With:

3,775,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,775,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.9%

12. Type of Reporting Person (See Instructions)

IN



1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Donald E. Rugg

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number Of

Shares 158  
6. Shared Voting Power

Beneficially

Owned By 3,775,000  
Each 7. Sole Dispositive Power

Reporting

Person 158  
8. Shared Dispositive Power

With:

3,775,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,775,158

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.9%

12. Type of Reporting Person (See Instructions)

IN

**Item 1. (a)** Name of Issuer:

Allegheny Technologies Incorporated

**Item 1. (b)** Address of Issuer's Principal Executive Offices:

1000 Six PPG Place Pittsburgh, Pennsylvania 15222-5479.

**Item 2. (a)** Name of Persons Filing:

This statement is filed by the Singleton Group LLC, Christina Singleton Mednick, William W. Singleton and Donald E. Rugg. Each of the foregoing is referred to as a Reporting Person and collectively the Reporting Persons. Christina Singleton Mednick, William W. Singleton and Donald E. Rugg are each a manager of the Singleton Group LLC.

**Item 2. (b)** Address of Principal Business Office or, if none, Residence:

The address of each of the Reporting Persons is c/o Singleton Group LLC, 11661 San Vicente Blvd., Suite 915, Los Angeles, CA 90049.

**Item 2. (c)** Citizenship:

The Singleton Group LLC is a limited liability company formed under the laws of Delaware. Christina Singleton Mednick, William W. Singleton and Donald E. Rugg are citizens of the United States.

**Item 2. (d)** Title of Class of Securities:

Common Stock

**Item 2. (e)** CUSIP Number:

01741R 10 2

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not applicable.

**Item 4. Ownership.**

- (a) Amount beneficially owned

The Singleton Group LLC is the direct beneficial owner of 3,775,000 shares of Common Stock. Christina Singleton Mednick, William W. Singleton and Donald E. Rugg, by virtue of their positions as managers of the Singleton Group LLC, are also beneficial owners of the 3,775,000 shares of Common Stock held by the Singleton Group LLC. Donald E. Rugg individually owns 158 shares of Common Stock.

- (b) Percent of class:

3.9%

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

- (i) Sole power to vote or to direct the vote:

158 shares of common stock\*

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

3,775,000 shares of common stock

- (iii) Sole power to dispose or to direct the disposition of:

158 shares of common stock\*

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

3,775,000 shares of common stock

\* The Reporting Persons share voting and dispositive powers with respect to the 3,775,000 shares of Common Stock beneficially owned by the Singleton Group LLC. Donald E. Rugg owns an additional 158 shares of Common Stock directly, with respect to which he has sole voting and dispositive power.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that 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: x.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

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**

Christina Singleton Mednick, William W. Singleton, and Donald E. Rugg are managers of the LLC and may be considered members of a group with the Singleton Group LLC. See Exhibit 99.1 attached hereto.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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 is true, complete and correct.

Dated: February 6, 2009

SINGLETON GROUP LLC, A DELAWARE

LIMITED LIABILITY COMPANY

By: /s/ Donald E. Rugg  
Donald E. Rugg, Manager

By: /s/ Donald E. Rugg  
Donald E. Rugg, Attorney-In-Fact for  
Christina Singleton Mednick

By: /s/ Donald E. Rugg  
Donald E. Rugg, Attorney-In-Fact for

William W. Singleton

/s/ Donald E. Rugg  
Donald E. Rugg

**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
Exhibit 99.1	Group Members
Exhibit 99.2	Joint Filing Agreement dated August 17, 2007 (Incorporated by reference to Exhibit 99.2 to Schedule 13G/A for Allegheny Technologies Incorporated filed on August 17, 2007).
Exhibit 99.3	Power of Attorney for Christina Singleton Mednick dated August 17, 2007 (Incorporated by reference to Exhibit 7.2 to Amendment No. 4 to Schedule 13D for Unitrin Inc. filed on December 23, 2008).
Exhibit 99.4	Power of Attorney for William W. Singleton dated August 17, 2007 (Incorporated by reference to Exhibit 7.3 to Amendment No. 4 to Schedule 13D for Unitrin Inc. filed on December 23, 2008).