

ALLEGHENY TECHNOLOGIES INC

Form 4

January 31, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schwartz Karl D

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)
01/27/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Controller & CAO

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, \$0.10 par value | 01/27/2017 | | A | 2,936 ⁽¹⁾ | A \$ 0 | 43,030.6581 ⁽²⁾ | D |
| Common Stock, \$0.10 par value | 01/27/2017 | | F | 1,081 ⁽³⁾ | D \$ 21.75 | 41,949.6581 ⁽²⁾ | D |
| Common Stock, \$0.10 par value | 01/27/2017 | | D | 2,663.2998 ⁽⁴⁾ | D \$ 21.75 | 39,286.3583 ⁽²⁾ | D |

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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

Schwartz Karl D
1000 SIX PPG PLACE
PITTSBURGH, PA 15222

VP, Controller & CAO

Signatures

/s/ Karl D.
Schwartz

01/31/2017

**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) Shares awarded under the Company's 2014-2016 Total Shareholder Return Program ("TSR").

This amount includes 6,194.0360 shares of common stock Mr. Schwartz owns in the Company's 401(k) plan. Fluctuations in 401(k) share amounts reflect the plan's unit reporting method. The reporting person holds approximately 5,191.6820 units, which represent interests in the Company's stock fund.

(3) Shares withheld for payment of taxes on the 2014-2016 TSR award paid on January 27, 2017 as described in footnote 1 above.

(4) Forfeiture of restricted shares, including accumulated dividends, granted under the 2014 Performance/Restricted Stock Program.

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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