

ALLEGHENY TECHNOLOGIES INC

Form 11-K

June 30, 2008

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

FORM 11-K

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

**þ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 [NO FEE REQUIRED]**

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007

**o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 1-12001

HOURLY 401(K) PLAN FOR REPRESENTED EMPLOYEES AT MIDLAND AND LOUISVILLE

(Title of Plan)

ALLEGHENY TECHNOLOGIES INCORPORATED

(Name of Issuer of securities held pursuant to the Plan)

1000 Six PPG Place, Pittsburgh, Pennsylvania 15222-5479
(Address of Plan and principal executive offices of Issuer)

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Audited Financial Statements and Supplemental Schedule
Hourly 401(k) Plan for Represented Employees at Midland and Louisville
As of December 31, 2007 and 2006 and for the Year Ended December 31, 2007
with Report of Independent Registered Public Accounting Firm

Hourly 401(k) Plan for Represented Employees at Midland and Louisville
Audited Financial Statements
and Supplemental Schedule
As of December 31, 2007 and 2006 and for the Year Ended December 31, 2007
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Report of Independent Registered Public Accounting Firm

Allegheny Technologies Incorporated

We have audited the accompanying statements of net assets available for benefits of the Hourly 401(k) Plan for Represented Employees at Midland and Louisville as of December 31, 2007 and 2006, and the related statement of changes in net assets available for benefits for the year ended December 31, 2007. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2007 and 2006, and the changes in its net assets available for benefits for the year ended December 31, 2007, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2007 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP
Pittsburgh, Pennsylvania
June 27, 2008

Table of ContentsHourly 401(k) Plan for Represented Employees at Midland and Louisville
Statements of Net Assets Available for Benefits

| | December 31 | |
|--|-------------------------|------------------|
| | 2007 | 2006 |
| Investments at fair value: | | |
| Interest in registered investment companies | \$ 9,905,885 | \$15,912,130 |
| Interest in synthetic investment contracts | 5,386,496 | |
| Interest in common collective trusts | 2,845,908 | 1,336,482 |
| Interest-bearing cash | 283,258 | |
| Participant loans | 699,671 | 556,555 |
| Corporate common stocks | 5,782 | |
| Total investments | 19,127,000 | 17,805,167 |
| Other liabilities | | (908) |
| Net assets available for benefits at fair value | 19,127,000 | 17,804,259 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 19,282 | 11,457 |
| Net assets available for benefits | \$19,146,282 | \$17,815,716 |

See accompanying notes.

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Hourly 401(k) Plan for Represented Employees at Midland and Louisville
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2007

| | |
|---|----------------------|
| Contributions: | |
| Employee | \$ 1,721,380 |
| Rollovers | 98,865 |
| Total contributions | 1,820,245 |
| Investment income: | |
| Net gain from interest in registered investment companies | 935,279 |
| Interest income | 86,595 |
| Net gain from common/collective funds | 37,173 |
| Net realized/unrealized loss on corporate common stocks | (521) |
| Other income | 50,258 |
| Total investment income | 1,108,784 |
| | 2,929,029 |
| Distributions to participants | (1,598,162) |
| Fees | (301) |
| | (1,598,463) |
| Net increase in net assets available for benefits | 1,330,566 |
| Net assets available for benefits at beginning of year | 17,815,716 |
| Net assets available for benefits at end of year | \$ 19,146,282 |

See accompanying notes.

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Hourly 401(k) Plan for Represented Employees at Midland and Louisville
Notes to Financial Statements
December 31, 2007

1. Significant Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The financial statements are prepared under the accrual basis of accounting.

Accounting Pronouncement

As described in Financial Accounting Standards Board Staff Position (FSP) AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*, fully benefit-responsive investment contracts held by a defined contribution plan are required to be reported at fair value in the Plan's Statement of Net Assets Available for Benefits with a corresponding adjustment to reflect these investments at contract value.

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurement* (FAS 157). This standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. Plan management is currently evaluating the effect that the provisions of FAS 157 will have on the Plan's financial statements.

Investment Valuation

The Plan's investments are stated at fair value except for its benefit-responsive investment contracts, which are valued at contract value (see Note 3). Quoted market prices are used to value investments. Units of registered investment companies are valued at the net asset value of shares held by the Plan at year end. The fair value of the participation units in common collective trusts is based on quoted redemption value on the last business day of the Plan's year-end. Participant loans are valued at their outstanding balances, which approximate fair value.

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Hourly 401(k) Plan for Represented Employees at Midland and Louisville
Notes to Financial Statements (continued)

1. Significant Accounting Policies (continued)

Fully benefit-responsive guaranteed investment contracts (GICs) and synthetic investment contracts (SICs) are stated at contract value which is equal to principal balance plus accrued interest. As provided in the FSP, an investment contract is generally permitted to be valued at contract value, rather than fair value, to the extent it is fully benefit-responsive. Fair value of the GICs is estimated by discounting the weighted average cash flows at the then-current interest crediting rate for a comparable maturity investment contract. Fair value of the SICs is estimated based on the fair value of each contract's supporting assets. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at unitized contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Although it is management's intention to hold the investment contracts in the Standish Mellon Stable Value Fund until maturity, certain investment contracts provide for adjustments to contract value for withdrawals made prior to maturity.

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan document.

2. Description of the Plan

The following description of the Hourly 401(k) Plan for Represented Employees at Midland and Louisville (the Plan) provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions. The Plan was adopted by Jewel Acquisition, LLC (Jewel or the Company), effective June 1, 2004, for Jewel employees at the Midland and Louisville facilities who are represented by the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union. Jewel (the Plan Sponsor) is a wholly-owned indirect subsidiary of Allegheny Technologies Incorporated (the plan administrator). The Plan is intended to meet the requirements of Section 401(a) of the Internal Revenue Code of 1986 (Code), to provide for a cash or deferred arrangement within the meaning of Section 401(k) of the Code, and to meet the requirements of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

On June 1, 2004, Jewel acquired the Midland and Louisville facilities from J&L Specialty Steel, LLC. Prior to June 1, 2004, J&L Specialty Steel, LLC sponsored a qualified defined contribution plan (J&L plan). As of the date of the acquisition of the plant assets at Midland and Louisville, Jewel adopted this Plan to permit eligible Jewel employees to participate in a qualified defined contribution plan and, should such individual employees who participated in the J&L plan choose, to roll over balances in the J&L plan to this Plan.

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Hourly 401(k) Plan for Represented Employees at Midland and Louisville
Notes to Financial Statements (continued)

2. Description of the Plan (continued)

Overview:

This Plan is a qualified defined contribution plan that allows participants to contribute from 1% to 80% of their eligible pay on a pre-tax basis. Federal law limits the annual amount an employee can contribute on a pre-tax basis. However, participants who have attained age 50 by the end of the Plan Year are eligible to make catch-up contributions in accordance with, and subject to, the limitations of, Section 414(v) of the Code.

With respect only to participants at the Midland plant, the applicable collective bargaining agreement mandates that each participant shall authorize the Company to contribute to the Plan, on the participant's behalf, an elective employee contribution of one dollar (\$1.00) per hour for each hour in which the participant is paid by the Company during the Plan Year.

A participant, while still employed, may elect in-service withdrawals at any time for all or part of the account balance, excluding any investment income. However, a participant cannot withdraw any portion prior to attainment of age 59-1/2 unless the Plan administrator determines that the participant has a hardship within the meaning of Section 401(k) (2) (B) of the Code.

A participant may roll money into the Plan from a former employer's qualified plan or IRA.

A participant may borrow up to 50% of the account value while an active employee subject to a minimum loan amount of \$500, but may not have more than three loans outstanding at one time. All contributions by participants, and any made on their behalf, are participant-directed into any of the investment options offered under the Plan. Participants shall at all times be 100% vested in their contributions, and any made on their behalf, to the Plan.

3. Investments

On September 1, 2007, as part of a change in the administration of the Plan, including changing the record keeper to Mercer Human Resources from Affiliated Computer Services, Inc., and changing the trustee to Mercer Trust Company from Mellon Bank, N.A., the investment options available to participants under the Plan were changed.

Table of ContentsHourly 401(k) Plan for Represented Employees at Midland and Louisville
Notes to Financial Statements (continued)**3. Investments (continued)**

The following presents investments that represent 5% or more of the Plan's net assets:

| | December 31 | |
|--|--------------------|-------------|
| | 2007 | 2006 |
| American Funds Growth Fund of America | \$4,481,158 | \$ |
| MFS Value Fund | 2,694,578 | |
| State Street Global Advisors S&P 500 Index Fund | 1,393,728 | |
| American Funds Europacific Growth Fund | 1,278,165 | |
| Barclays Global Investors Asset-Backed Securities Index Fund** | 978,803 | |
| T. Rowe Price Prime Reserve Fund | | 4,290,941 |
| T. Rowe Price Growth Stock Fund | | 3,033,744 |
| T. Rowe Price Equity Income Fund | | 3,004,884 |
| T. Rowe Price Equity Index Fund | | 1,626,515 |
| T. Rowe Price Stable Value Common Trust Fund* | | 1,347,939 |

* *Contract value*

** *Held within
SICs*

Investments in SICs at contract value that represent 5% or more of the Plan's net assets were as follows:

| | December 31 | |
|--|--------------------|-------------|
| | 2007 | 2006 |
| Monumental Life Ins. Co. Constant Duration SIC | \$1,305,623 | |
| Rabobank Constant Duration SIC | 1,327,992 | |

The Standish Mellon Stable Value Fund (the Fund) is a separate account that invests in guaranteed investment contracts (GICs) and actively managed structured or synthetic investment contracts (SICs). The GICs are promises by a bank or insurance company to repay principal plus a fixed rate of return through contract maturity. SICs differ from GICs in that there are specific assets supporting the SICs and these assets are owned by the Plan. The bank or insurance company issues a wrapper contract that allows participant-directed transactions to be made at contract value. The assets supporting the SICs are comprised of government agency bonds, corporate bonds, asset-backed securities (ABOs), and collateralized mortgage obligations (CMOs).

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Hourly 401(k) Plan for Represented Employees at Midland and Louisville
Notes to Financial Statements (continued)

3. Investments (continued)

Interest crediting rates on the GICs in the Fund are determined at the time of purchase. Interest crediting rates on the SICs are either: (1) set at the time of purchase for a fixed term and crediting rate, (2) set at the time of purchase for a fixed term and variable crediting rate, or (3) set at the time of purchase and reset monthly within a constant duration. A constant duration contract may specify a duration of 2.5 years and the crediting rate is adjusted monthly based upon quarterly rebalancing of eligible 2.5 year duration investment instruments at the time of each resetting; in effect the contract never matures. At December 31, 2007, the interest crediting rates ranged from 4.30 % to 5.32%.

Average yields for all fully benefit-responsive investment contracts for the year ended December 31, 2007 were 4.72% based on actual earnings and 4.57% based on the interest rate credited to participants.

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated January 5, 2006, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified, and the related trust is tax-exempt.

5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. However, no such action may deprive any participant or beneficiary under the Plan of any vested right.

6. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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Hourly 401(k) Plan for Represented Employees at Midland and Louisville
 EIN: 42-1623809 Plan: 001
 Schedule H, Line 4i Schedule of Assets (Held at End of Year)
 December 31, 2007

| Description | Current Value |
|---|------------------|
| Registered Investment Companies | |
| Alliance Bernstein Small Mid Cap Value Fund | \$ 458,209 |
| American Funds Europacific Growth Fund | 1,278,165 |
| American Funds Growth Fund of America | 4,481,158 |
| MFS Value Fund | 2,694,578 |
| Lord, Abbott Mid Cap Value Fund | 121,232 |
| MSIF Small Company Growth Fund | 777,976 |
| Western Asset Core Plus Bond Fund | 94,567 |
| Total registered investment companies | \$ 9,905,885 |
| Corporate Common Stock | |
| Allegheny Technologies Incorporated* | \$ 5,782 |
| Participant loans* (8.25% to 9.25%, with maturities through 2020) | \$ 699,671 |
| Interest-Bearing Cash | |
| Mellon Stable Value Fund | \$ 186,412 |
| Natixis Financial | 96,846 |
| | \$ 283,258 |
| Common Collective Trusts | |
| Standish Mellon Stable Value Fund | \$ 112,222 |
| SEI Fund | 50,052 |
| State Street Global Advisors Target Retirement Income Fund | 1,203 |
| State Street Global Advisors Target Retirement Income Fund 2010 | 40,704 |
| State Street Global Advisors Target Retirement Income Fund 2015 | 312,940 |
| State Street Global Advisors Target Retirement Income Fund 2020 | 319,528 |
| State Street Global Advisors Target Retirement Income Fund 2025 | 170,905 |
| State Street Global Advisors Target Retirement Income Fund 2030 | 183,867 |
| State Street Global Advisors Target Retirement Income Fund 2035 | 215,734 |
| State Street Global Advisors Target Retirement Income Fund 2040 | 23,961 |
| State Street Global Advisors Target Retirement Income Fund 2045 | 4,798 |
| State Street Global Advisors S&P 500 Index Fund | 1,393,728 |
| Sate Street Global Advisors MSCI ACWI Ex-US Fund | 16,266 |
| | \$ 2,845,908 |

Fixed Maturity Synthetic Contracts:

| | | |
|--------------------------------|----|--------|
| Credit Cards, CCIT 03-A6 A6 | \$ | 47,939 |
| Rate Redu Bonds, COMED 98-1 A7 | | 16,110 |
| Fannie Mae, FNR 2002-74 LC | | 22,047 |
| Freddie Mac, FHR 2627 BU | | 81,294 |
| Freddie Mac, FHR 2640 TL | | 47,767 |
| Freddie Mac, FHR 2715 ND | | 52,135 |

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Hourly 401(k) Plan for Represented Employees at Midland and Louisville
 EIN: 42-1623809 Plan: 001
 Schedule H, Line 4i Schedule of Assets (Held at End of Year)
 December 31, 2007

| Description | Current Value |
|--|---------------|
| Freddie Mac, FHR 2760 EB | 48,190 |
| Freddie Mac, FHR 2786 PC | 24,178 |
| Freddie Mac, FHR 2865 PQ | 71,537 |
| Freddie Mac, FHR 2866 XD | 71,535 |
| Freddie Mac, FHR 2870 BD | 48,300 |
| Freddie Mac, FHR 2888 OW | 33,919 |
| GNMA Project Loans, GNR 06-51 A | 56,627 |
| Rate Redu Bonds, PSNH 01-1 A2 | 10,067 |
| Bank of America, N.A. Wrap contract | (757) |
| Bank of America, N.A. Fixed Maturity Synthetic Contract 03-040 | 630,888 |
| Rate Redu Bonds, DESF 01-1 A3 | 9,274 |
| Freddie Mac, FHR 2539 PR | 9,248 |
| Rabobank Wrap contract | (5) |
| Rabobank Fixed Maturity Synthetic Contract ATI020101 | 18,517 |
| Auto, BASAT 06-G1 A4 | 72,850 |
| CMBS, CD 05-CD1 A2 FX | 24,242 |
| Rate Redu Bonds, CNP 05-1 A2 | 73,387 |
| Freddie Mac, FHR 2631 LB | 45,631 |
| Freddie Mac, FHR 2681 PC | 72,686 |
| Freddie Mac, FHR 2778 KR | 23,959 |
| Freddie Mac, FHR 2981 NB | 55,548 |
| CMBS, MLMT 05-CIP1 A2 | 96,369 |
| CMBS, MLMT 05-CKI1 A2 | 48,551 |
| State Street Bank Wrap contract | (2,069) |
| State Street Bank Fixed Maturity Synthetic Contract 105028 | 511,154 |
| CMBS, BSCMS 05-T18 A2 | 35,895 |
| CMBS, BSCMS 99-WF2 A2 | 58,995 |
| CMBS, BSCMS 03-T12 A2 | 43,930 |
| CMBS, CASC 98-D7 A1B | 58,145 |
| Credit Cards, COMET 03-A4 A4 | 71,821 |
| Credit Cards, CCCIT, 03-A3 A3 | 60,506 |
| CMBS, DLJCM 98-CF2 A1B | 43,499 |
| Freddie Mac, FHR 2663 ML | 84,656 |
| Freddie Mac, FHR 2763 PC | 63,544 |
| Freddie Mac, FHR 2921 NV | 35,834 |

| | |
|------------------------------|--------|
| Freddie Mac, FHR 2934 OC | 48,679 |
| CMBS, HFCMC 99-PH1 A2 | 40,968 |
| CMBS, JPMCC 05-LDP2 A2 | 47,749 |
| Credit Cards, MBNAS 03-A1 A1 | 60,117 |
| CMBS, MSC 99-CAM1 A4 | 17,172 |
| Auto, NALT 06-A A4 | 97,285 |

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Hourly 401(k) Plan for Represented Employees at Midland and Louisville
 EIN: 42-1623809 Plan: 001
 Schedule H, Line 4i Schedule of Assets (Held at End of Year)
 December 31, 2007

| Description | Current Value |
|--|----------------------|
| Auto, VWALT 06-A A4 | 36,491 |
| Union Bank of Switzerland Wrap contract | 3,314 |
| Union Bank of Switzerland Fixed Maturity Synthetic Contract 2970 | 908,600 |
| Total Fixed Maturity Synthetic Contracts | \$ 2,069,159 |
| Constant Duration Synthetic Contracts: | |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund | \$ 84,748 |
| Barclays Global Investors, Asset-Backed Sec Index Fund | 383,315 |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund | 130,955 |
| Barclays Global Investors, Int Term Credit Bond Index Fund | 325,577 |
| Barclays Global Investors, Int Term Government Bond Index Fund | 105,427 |
| Barclays Global Investors, Long Term Government Bond Index Fund | 6,873 |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund | 262,427 |
| Monumental Life Ins. Co. Wrap contract | 6,301 |
| Monumental Life Ins. Co. Constant Duration Synthetic Contract MDA00413TR | 1,305,623 |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund | 86,025 |
| Barclays Global Investors, Asset-Backed Sec Index Fund | 389,087 |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund | 132,938 |
| Barclays Global Investors, Int Term Credit Bond Index Fund | 330,475 |
| Barclays Global Investors, Int Term Government Bond Index Fund | 107,035 |
| Barclays Global Investors, Long Term Government Bond Index Fund | 6,878 |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund | 266,380 |
| Rabobank Wrap contract | 9,174 |
| Rabobank Constant Duration Synthetic Contract ATI060301 | 1,327,992 |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund | 45,633 |
| Barclays Global Investors, Asset-Backed Sec Index Fund | 206,401 |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund | 70,514 |
| Barclays Global Investors, Int Term Credit Bond Index Fund | 175,311 |
| Barclays Global Investors, Int Term Government Bond Index Fund | 56,768 |
| Barclays Global Investors, Long Term Government Bond Index Fund | 3,701 |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund | 141,352 |
| State Street Bank Wrap contract | 3,324 |
| State Street Bank Constant Duration Synthetic Contract 107073 | 703,004 |

Total Constant Duration Synthetic Contracts \$ 3,336,619

* Party-in-interest

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the administrators of the Plan have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**ALLEGHENY TECHNOLOGIES
INCORPORATED**

HOURLY 401(K) PLAN FOR
REPRESENTED EMPLOYEES AT
MIDLAND AND LOUISVILLE

Date: June 30, 2008

By: /s/ Dale G. Reid

Dale G. Reid
Vice President-Controller, Chief
Accounting Officer and Treasurer
(Principal Accounting Officer and Duly
Authorized Officer)

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