

ALLEGHENY TECHNOLOGIES INC
Form 4
February 27, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARSHMAN RICHARD J

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)
02/23/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

PITTSBURGH, PA 15222-5479
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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 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)
			Code	V	Amount or Price		
Common Stock, \$0.10 par value	02/23/2017		A		57,253 ⁽¹⁾	A	\$ 0
					608,529.5742 ⁽²⁾	D	
Common Stock, \$0.10 par value	02/23/2017		F		9,159.9794 ⁽³⁾	D	\$ 19.44 ⁽⁴⁾
					599,369.5948 ⁽²⁾	D	
Common Stock, \$0.10 par value	02/27/2017		F		13,381 ⁽⁵⁾	D	\$ 19.65 ⁽⁶⁾
					585,988.5948 ⁽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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
HARSHMAN RICHARD J 1000 SIX PPG PLACE PITTSBURGH, PA 15222-5479	X		Chairman, President and CEO	

Signatures

/s/ Elliot S. Davis, Attorney-in-Fact for Richard J. Harshman

 **Signature of Reporting Person
 02/27/2017
 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, 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.
 This amount includes 25,687 shares of common stock owned indirectly by Mr. Harshman's wife. Mr. Harshman disclaims beneficial ownership of the shares held directly or indirectly by his spouse, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for the purposes of Section 16 or for any other purpose.
- (3) Shares withheld for payment of taxes on shares of previously-restricted stock awarded on February 23, 2012, the restrictions on which lapsed by their terms on the fifth anniversary of the grant date.
- (4)

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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 23, 2017.

- (5) Shares withheld for payment of taxes on restricted stock units awarded on February 27, 2016. One-third of such restricted stock units vested by their terms on February 27, 2017.
- (6) 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, 2017.

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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