

Powers Elizabeth C
 Form 4
 February 27, 2019

FORM 4

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

OMB APPROVAL

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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 *
 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)
 02/25/2019

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

PITTSBURGH, PA 15222

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$0.10 par value per share | 02/25/2019 | | F | 3,078 (1) D \$ 29.13 (2) | 55,982.8038 (3) | D | |
| Common Stock, \$0.10 par value per share | 02/25/2019 | | F | 1,872 (4) D \$ 29.13 (2) | 54,110.8038 (3) | D | |

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

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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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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
Date: 02/27/2019

__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) Shares withheld for payment of taxes on restricted stock units awarded on February 25, 2016. One-third of such restricted stock units vested by their terms on February 25, 2019.
- (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 25, 2019.
This amount includes 1,817.997257 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 1,528 units, which represent interests in the Company's stock fund.
- (4) Shares withheld for payment of taxes on restricted stock units awarded on February 23, 2017. One-third of such restricted stock units vested by their terms on February 25, 2019.

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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