

Powers Elizabeth C
 Form 4
 March 01, 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)
 02/27/2019

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

PITTSBURGH, PA 15222

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

(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, par value \$0.10 per share	02/27/2019		A		13,843 (1) \$ 29.255 (2)	67,953.8038 (3)	D
Common Stock, par value \$0.10 per share	02/28/2019		M		18,571 (4) \$ 28.92 (5)	86,524.8038 (3)	D
Common Stock, par value \$0.10 per share	02/28/2019		F		8,447 (6) \$ 28.92 (5)	78,077.8038 (3)	D

value
\$0.10 per
share

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 Transaction (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
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 03/01/2019

__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) Award of restricted stock units granted on February 27, 2019, 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.
- (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 27, 2019.

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- (3) This amount includes 1,693.349759 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 1,422 units, which represent interests in the Company's stock fund.

- (4) Settlement of performance-vested restricted stock units that were granted in 2016, the vesting of which was contingent upon the Issuer's achievement of specified performance criteria during the period from January 1, 2016 through December 31, 2018 (the "2016-2018 PSUs"). The Issuer's partial achievement of such performance criteria was certified, and a corresponding portion of the shares underlying the 2016-2018 PSUs became payable, as of February 28, 2019.

- (5) 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 28, 2019.

- (6) Shares withheld for payment of taxes in connection with the February 28, 2019 settlement of the 2016-2018 PSUs.

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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