

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

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 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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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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