

MCANINCH CLARENCE M  
Form 4  
January 17, 2007

**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 \*  
MCANINCH CLARENCE M

2. Issuer Name and Ticker or Trading Symbol  
UNIVERSAL STAINLESS & ALLOY PRODUCTS INC [USAP]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
600 MAYER ST  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/16/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Executive Officer

BRIDGEVILLE, PA 15017

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   |   |
| USAP Common Stock               | 01/16/2007                           |  | M                              |   | 1,500   | A  | \$ 12.25 153,396                                      | D |
| USAP Common Stock               | 01/16/2007                           |  | S                              |   | 1,500   | D  | \$ 34.35 151,896                                      | D |
| USAP Common Stock               | 01/17/2007                           |  | M                              |   | 3,500   | A  | \$ 12.25 155,396                                      | D |
| USAP Common                     | 01/17/2007                           |  | S                              |   | 1,000   | D  | \$ 34.32 154,396                                      | D |

Stock

|                         |            |   |       |   |              |         |   |
|-------------------------|------------|---|-------|---|--------------|---------|---|
| USAP<br>Common<br>Stock | 01/17/2007 | S | 1,000 | D | \$<br>34.252 | 153,396 | D |
| USAP<br>Common<br>Stock | 01/17/2007 | S | 1,500 | D | \$ 34.36     | 151,896 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| USAP<br>Common<br>Stock                    | \$ 12.25   | 01/16/2007                           |  | M                              | 1,500   | 05/22/1998 05/21/2007                                    | Common Stock 1,500  |
| USAP<br>Common<br>Stock                    | \$ 12.25   | 01/17/2007                           |  | M                              | 3,500   | 05/22/1998 <sup>(1)</sup> 05/21/2007                     | Common Stock 3,500  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| MCANINCH CLARENCE M<br>600 MAYER ST<br>BRIDGEVILLE, PA 15017 |               |           | Chief Executive Officer |       |

## Signatures

Paul A. McGrath  
(AIF) 01/17/2007

\_\_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) 1500 shares exercisable 05/22/1998 2000 shares exercisable 05/22/1999

### Remarks:

Transactions pursuant to a 10b5-1 plan.

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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