

REID DALE G
Form 4
January 30, 2013

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 *
REID DALE G

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)
01/28/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Exec VP, Finance and CFO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.10 par value	01/28/2013		F		2,313.6304 <u>(1)</u>	D	\$ 30.225
							81,254.5042 <u>(2) (3)</u>
Common Stock, \$0.10 par value	01/28/2013		A		6,073 <u>(4)</u>	A	\$ 0
							87,327.5042 <u>(2) (3)</u>
Common Stock, \$0.10 par value	01/28/2013		F		1,912.3878 <u>(5)</u>	D	\$ 30.225
							85,415.1164 <u>(2) (3)</u>

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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 Owned Following Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REID DALE G 1000 SIX PPG PLACE PITTSBURGH, PA 15222-5479			Exec VP, Finance and CFO	

Signatures

/s/ Elliot S. Davis, Attorney-in-Fact for Dale G. Reid
 **Signature of Reporting Person
 01/30/2013
 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 performance/restricted stock granted in 2010 that vested on January 28, 2013.
 This amount includes 1,819.0440 shares of Common Stock that Mr. Reid owns indirectly in the Company's 401(k) plan. Fluctuations in 401(k) share amounts reflect the plan's unit reporting method. The reporting person holds approximately 1,653 units, which represent interests in the Company's stock fund.
- (2) This amount includes 289.2080 shares of common stock owned by Mr. Reid's wife indirectly in the Company's 401(k) plan. Fluctuations in 401(k) share amounts reflect the plan's unit reporting method. The reporting person's spouse holds approximately 263 units, which represent interests in the Company's stock fund. The reporting person 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 purpose of Section 16 or for any other purpose.
- (3)

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- (4) Shares awarded under the Company's 2010-2012 Total Shareholder Return Incentive Compensation Program ("TSRP").
- (5) Shares withheld for payment of taxes on the 2010-2012 TSRP award of January 28, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.