

ALLEGHENY TECHNOLOGIES INC
Form 4
January 31, 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)
01/27/2017

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.10 par value	01/27/2017		A		28,191 ⁽¹⁾	A	\$ 0
							605,814.0234 ⁽²⁾
Common Stock, \$0.10 par value	01/27/2017		F		13,158 ⁽³⁾	D	\$ 21.75
							592,656.0234 ⁽²⁾
Common Stock, \$0.10 par value	01/27/2017		F		15,813.6855 ⁽⁴⁾	D	\$ 21.75
							576,842.3379 ⁽²⁾

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reporting person is the beneficial owner of such shares for the purposes of Section 16 or for any other purpose.

- (3) Shares withheld for payment of taxes on the 2014-2016 TSR award paid on January 27, 2017 as described in footnote 1 above.

Shares withheld for payment of taxes on shares of previously restricted stock awarded in February 2014 under the 2014-2016 Long-Term

- (4) Shareholder Value Program. Vesting of these shares was contingent on the successful achievement of predetermined goals during the 2014-2016 performance period and became payable on January 27, 2017.

- (5) Forfeiture of restricted shares, including accumulated dividends, granted under the 2014 Performance/Restricted Stock Program.

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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