

Schwartz Karl D
Form 4
March 01, 2019

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 *
Schwartz Karl D

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)
VP, Controller & CAO

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.10 per share | 02/27/2019 | | A | | 2,314 (1) \$ 29.255 (2) | 35,115.7932 (3) | D |
| Common Stock, par value \$0.10 per share | 02/27/2019 | | F | | 743 (4) \$ 29.255 (2) | 34,372.7932 (3) | D |
| Common Stock, par | 02/28/2019 | | M | | 4,265 (5) \$ 28.92 (6) | 38,637.7932 (3) | D |

value
\$0.10 per
share

Common
Stock, par
value
\$0.10 per
share

02/28/2019 F 1,215 D \$ 28.92 37,422.7932 D
(7) (6) (3)

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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schwartz Karl D 1000 SIX PPG PLACE PITTSBURGH, PA 15222 | | | VP, Controller & CAO | |

Signatures

/s/ Elliot S. Davis, Attorney-in-Fact for Karl D.
Schwartz

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.

This amount includes 6,175.963992 shares of common stock Mr. Schwartz owns 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 5,191 units, which represent interests in the Company's stock fund.
- (3) Shares withheld for payment of taxes on performance/restricted stock granted in 2014 that vested on February 27, 2019.

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.
- (4) 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.
- (5) 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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