

HARSHMAN RICHARD J
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 *
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)
02/27/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

PITTSBURGH, PA 15222-5479
(City) (State) (Zip)

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

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, par value \$0.10 per share	02/27/2019		F		11,193 (1)	D	\$ 29.255 (2)	482,372.7688 (3)	D
Common Stock, par value \$0.10 per share	02/28/2019		M		78,742 (4)	A	\$ 28.92 (5)	561,114.7688 (3)	D
Common Stock, par	02/28/2019		F		34,474 (6)	D	\$ 28.92 (5)	526,640.7688 (3)	D

value
\$0.10 per
share

Common
Stock, par
value \$0.10 per
share

02/28/2019 S 10,780 (7) D \$ 29.13 (5) 515,860.7688 (3) 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARSHMAN RICHARD J 1000 SIX PPG PLACE PITTSBURGH, PA 15222-5479	X		Executive Chairman	

Signatures

/s/ Elliot S. Davis, Attorney-in-Fact for Richard J. Harshman 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) Shares withheld for payment of taxes on performance/restricted stock granted in 2014 that vested on February 27, 2019.
- (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 25,687 shares of common stock owned indirectly by Mr. Harshman's wife. 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 purposes of Section 16 or for any other purpose.

- (3) 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.
- (6) Shares sold pursuant to a 10b5-1 Trading 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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