

ALLEGHENY TECHNOLOGIES INC  
Form 4  
March 08, 2006

**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 \*  
WALTON JON 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)  
03/06/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, HR, CLCO, General Counsel

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, \$0.10 par value	03/06/2006		M	1,667 A \$ 7.245	119,781.5505	D (1) (2)	
Common Stock, \$0.10 par value	03/06/2006		M	40,000 A \$ 7.245	159,781.5505	D (1) (2)	
Common Stock, \$0.10 par value	03/06/2006		S	750 D \$ 55.25	159,031.5505	D (1) (2)	

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Common Stock, \$0.10 par value	03/06/2006	S	400	D	\$ 55.26	158,631.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	1,000	D	\$ 55.27	157,631.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	450	D	\$ 55.28	157,181.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	850	D	\$ 55.29	156,331.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	600	D	\$ 55.3	155,731.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	450	D	\$ 55.32	155,281.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	1,450	D	\$ 55.33	153,831.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	950	D	\$ 55.34	152,881.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	550	D	\$ 55.35	152,331.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	450	D	\$ 55.36	151,881.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	250	D	\$ 55.38	151,631.5505	D <u>(1)</u> <u>(2)</u>
	03/06/2006	S	100	D		151,531.5505	D <u>(1)</u> <u>(2)</u>

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Common Stock, \$0.10 par value					\$ 55.39		
Common Stock, \$0.10 par value	03/06/2006	S	100	D	\$ 55.4	151,431.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	50	D	\$ 55.45	151,381.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	250	D	\$ 55.5	151,131.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	50	D	\$ 55.52	151,081.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	750	D	\$ 55.53	150,331.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	50	D	\$ 55.54	150,281.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	1,700	D	\$ 55.55	148,581.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	2,600	D	\$ 55.56	145,981.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	550	D	\$ 55.57	145,431.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	100	D	\$ 55.59	145,331.5505	D <u>(1)</u> <u>(2)</u>
	03/06/2006	S	50	D		145,281.5505	D <u>(1)</u> <u>(2)</u>

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Common Stock, \$0.10 par value					\$ 55.63		
Common Stock, \$0.10 par value	03/06/2006	S	100	D	\$ 55.64	145,181.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	50	D	\$ 55.65	145,131.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	250	D	\$ 55.66	144,881.5505	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.10 par value	03/06/2006	S	50	D	\$ 55.7	144,831.5505	D <u>(1)</u> <u>(2)</u>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option, right to buy	\$ 7.245	03/06/2006		M	1,667	<u>(3)</u> 10/21/2012	Common Stock, \$0.10 par value 1,667
Employee stock	\$ 7.245	03/06/2006		M	40,000	<u>(4)</u> 10/21/2012	Common Stock, 40,000

option,  
right to  
buy

\$0.10 par  
value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALTON JON D 1000 SIX PPG PLACE PITTSBURGH, PA 15222-5479			EVP, HR, CLCO, General Counsel	

## Signatures

Jon D. Walton                      03/08/2006  
 \_\_Signature of                      Date  
 Reporting Person

## 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) Mr. Walton owns 1615.5847 shares of common stock indirectly in the Company's 401(k) plan.  
 Mr. Walton's wife owns 3,700.00 shares of common stock. The reporting person disclaims beneficial ownership of the shares 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) Represents one-third of the options granted on October 21, 2002 which vested on October 21, 2005.
- (4) The options vested in three equal installments on October 21, 2003, 2004, 2005.

### Remarks:

Form 1 of 3

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