

Kramer Kevin B  
Form 4  
March 01, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Kramer Kevin B

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)  
Sr. VP, CCMO

PITTSBURGH, PA 15222

(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  |  |   |                     |   |
| Common Stock, par value \$0.10 per share | 02/27/2019                           |  | A                              |   | 14,920<br>(1)   | A  | \$ 29.255<br>(2)                                      | 88,049.6947<br>(3)  | D |
| Common Stock, par value \$0.10 per share | 02/27/2019                           |  | F                              |   | 3,101<br>(4)  | D  | \$ 29.255<br>(2)                                      | 84,948.6947<br>(3)  | D |
| Common Stock, par                        | 02/28/2019                           |  | M                              |   | 19,372<br>(5)   | A  | \$ 28.92<br>(6)                                       | 104,680.6947<br>(3) | D |

value  
\$0.10 per  
share

Common  
Stock, par  
value  
\$0.10 per  
share

02/28/2019 F 8,975 (7) D \$ 28.92 (6) 95,705.6947 (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.**

SEC 1474  
(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 |
| Kramer Kevin B<br>1000 SIX PPG PLACE<br>PITTSBURGH, PA 15222 |               |           | Sr. VP, CCMO |       |

## Signatures

/s/ Elliot S. Davis, Attorney-in-Fact for Kevin B.  
Kramer

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 1,288.282579 shares of common stock that Mr. Kramer owns in the Company's 401(k) Plan. Fluctuations in 401(k)
- (3) share amounts reflect the Plan's unit reporting method. Mr. Kramer holds approximately 1,082 units, which represent interests in the Company's stock fund.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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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