

MCCLELLAND CRAIG W
Form 4
February 06, 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 *
MCCLELLAND CRAIG W

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)
3 PARAGON DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2006

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

MONTVALE, NJ 07645
(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)		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 or Price			
Common Stock, \$0.10 par value	02/02/2006		M	567	A \$ 36.61	12,234	D	
Common Stock, \$0.10 par value	02/02/2006		M	567	A \$ 47.41	12,801	D	
Common Stock, \$0.10 par value	02/02/2006		M	567	A \$ 44.88	13,368	D	

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Common Stock, \$0.10 par value	02/02/2006	M	567	A	\$ 40.25	13,935	D
Common Stock, \$0.10 par value	02/02/2006	M	1,000	A	\$ 25.34	14,935	D
Common Stock, \$0.10 par value	02/02/2006	M	1,000	A	\$ 17.83	15,935	D
Common Stock, \$0.10 par value	02/02/2006	M	1,000	A	\$ 17.02	16,935	D
Common Stock, \$0.10 par value	02/02/2006	M	1,000	A	\$ 4.59	17,935	D
Common Stock, \$0.10 par value	02/02/2006	M	1,000	A	\$ 10.6	18,935	D
Common Stock, \$0.10 par value	02/02/2006	S	168	D	\$ 52.72	18,767	D
Common Stock, \$0.10 par value	02/02/2006	S	300	D	\$ 52.69	18,467	D
Common Stock, \$0.10 par value	02/02/2006	S	3,800	D	\$ 52.65	14,667	D
Common Stock, \$0.10 par value	02/02/2006	S	300	D	\$ 52.59	14,367	D
Common Stock, \$0.10 par value	02/02/2006	S	200	D	\$ 52.57	14,167	D
	02/02/2006	S	1,500	D		12,667	D

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Common Stock, \$0.10 par value						\$			
						52.56			
Common Stock, \$0.10 par value	02/02/2006		S	1,000	D	\$	11,667		D
						52.55			

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Employee Stock Option, right to buy	\$ 36.61	02/02/2006		M	567	<u>(1)</u> 08/16/2006	Common Stock, \$0.10 par value 567
Non-Employee Stock Option, right to buy	\$ 47.41	02/02/2006		M	567	<u>(2)</u> 05/01/2007	Common Stock, \$0.10 par value 567
Non-Employee Stock Option, right to buy	\$ 44.88	02/02/2006		M	567	<u>(3)</u> 05/14/2008	Common Stock, \$0.10 par value 567
Non-Employee Stock Option, right to buy	\$ 40.25	02/02/2006		M	567	<u>(4)</u> 05/13/2009	Common Stock, \$0.10 par value 567
	\$ 25.34	02/02/2006		M	1,000	<u>(5)</u> 05/11/2010	1,000

Non-Employee Stock Option, right to buy								Common Stock, \$0.10 par value	
Non-Employee Stock Option, right to buy	\$ 17.83	02/02/2006	M	1,000	(6)	05/03/2011	Common Stock, \$0.10 par value	1,00	
Non-Employee Stock Option, right to buy	\$ 17.02	02/02/2006	M	1,000	(7)	05/09/2012	Common Stock, \$0.10 par value	1,00	
Non-Employee Stock Option, right to buy	\$ 4.59	02/02/2006	M	1,000	(8)	05/08/2013	Common Stock, \$0.10 par value	1,00	
Non-Employee Stock Option, right to buy	\$ 10.6	02/02/2006	M	1,000	(9)	05/06/2014	Common Stock, \$0.10 par value	1,00	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLELLAND CRAIG W 3 PARAGON DRIVE MONTVALE, NJ 07645	X			

Signatures

W. Craig
McClelland 02/02/2006

**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) The options vested on August 16, 1997.
- (2) The options vested on May 1, 1998.
- (3) The options vested on May 14, 1999.
- (4) The options vested on May 13, 2000.
- (5) The options vested on May 11, 2001.
- (6) The options vested on May 3, 2002.

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- (7) The options vested on May 9, 2003.
- (8) The options vested on May 8, 2004.
- (9) The options vested on May 6, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.