

ALLEGHENY TECHNOLOGIES INC

Form 4

January 31, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(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)
01/29/2007

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

PITTSBURGH, PA 15222-5479

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.10 par value	01/29/2007		A		52,941	A	\$ 0
							170,653.7666 (1) (2)
Common Stock, \$0.10 par value	01/29/2007		F		21,335	D	\$ 98.98
							149,318.7666 (1) (2)
Common Stock, \$0.10 par value	01/29/2007		F		6,672 (3)	D	\$ 98.98
							142,646.7666 (1) (2)

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Common Stock, \$0.10 par value	01/29/2007	S	100	D	\$ 102.2	142,546.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	600	D	\$ 102.18	141,946.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	200	D	\$ 102.17	141,746.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	100	D	\$ 102.14	141,646.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	100	D	\$ 102.12	141,546.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	400	D	\$ 102.1	141,146.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	300	D	\$ 102.01	140,846.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	1,000	D	\$ 102	139,846.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	4,000	D	\$ 101.99	135,846.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	1,800	D	\$ 101.98	134,046.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	400	D	\$ 101.97	133,646.7666 <u>(1)</u> <u>(2)</u>	D
	01/29/2007	S	200	D			D

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Common Stock, \$0.10 par value					\$ 101.96	133,446.7666 <u>(1)</u> <u>(2)</u>	
Common Stock, \$0.10 par value	01/29/2007	S	800	D	\$ 101.95	132,646.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	600	D	\$ 101.94	132,046.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	300	D	\$ 101.93	131,746.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	1,400	D	\$ 101.92	130,346.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	400	D	\$ 101.91	129,946.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	800	D	\$ 101.9	129,146.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	800	D	\$ 101.89	128,346.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	1,600	D	\$ 101.88	126,746.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	1,000	D	\$ 101.85	125,746.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007	S	300	D	\$ 101.82	125,446.7666 <u>(1)</u> <u>(2)</u>	D
	01/29/2007	S	500	D			D

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Common Stock, \$0.10 par value						\$	124,946.7666	
						101.81	<u>(1)</u> <u>(2)</u>	
Common Stock, \$0.10 par value	01/29/2007		S	800	D	\$ 101.8	124,146.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007		S	500	D	\$ 101.79	123,646.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007		S	400	D	\$ 101.78	123,246.7666 <u>(1)</u> <u>(2)</u>	D
Common Stock, \$0.10 par value	01/29/2007		S	1,000	D	\$ 101.77	122,246.7666 <u>(1)</u> <u>(2)</u>	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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

/s/ Jon D.
Walton

01/31/2007

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) This amount includes 1626.0604 shares of common stock that Mr. Walton owns indirectly in the Company's 401(k) plan.
This amount includes 21,700.00 shares of common stock owned indirectly by Mr. Walton's wife. The reporting person disclaims
- (2) 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) On January 29, 2007, restrictions lapsed on restricted stock awarded to the named executive on March 11, 2004. These shares were used to pay the required tax withholdings.

Remarks:

Form 1 of 2

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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