

ALLEGHENY TECHNOLOGIES INC

Form 8-K

December 20, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d) of**  
**The Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported) December 15, 2006**  
**Allegheny Technologies Incorporated**

(Exact name of registrant as specified in its charter)

|  |                             |                                      |
|--|-----------------------------|--------------------------------------|
| Delaware   | 1-12001                     | 25-1792394                           |
| (State or other jurisdiction<br>of incorporation)                        | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| 1000 Six PPG Place, Pittsburgh, Pennsylvania                             |                             | 15222-5479                           |
| (Address of principal executive offices)                                 |                             | (Zip Code)                           |
| Registrant's telephone number, including area code <u>(412) 394-2800</u> |                             |                                      |
|  | N/A                         |                                      |

(Former name or former address, if changed since last report).

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry Into A Material Definitive Agreement.**

On December 15, 2006, the board of directors of Allegheny Technologies Incorporated (the Company ) determined that, beginning in 2007, (1) the annual retainer payable to non-employee members of the board of directors for services they render to the Company will include a cash payment of \$60,000 and, subject to the approval by the stockholders of a stock-based plan at the 2007 Annual Meeting of Stockholders, \$75,000 of restricted stock; and (2) the annual cash retainer fee payable to non-employee members of the board of directors for their service as chairs of committees of the board of directors is \$10,000. A summary of the Non-Employee Director Compensation Program is set forth in Exhibit 99.1.

The amounts payable were approved by the board of directors but are not set forth in any written agreements between the non-employee directors and the Company.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit 99.1 Summary of Non-Employee Director Compensation Program, effective January 1, 2007

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALLEGHENY TECHNOLOGIES  
INCORPORATED

By: */s/ Jon D. Walton*  
Jon D. Walton  
Executive Vice President, Human  
Resources,  
Chief Legal and Compliance Officer

Dated: December 20, 2006

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Exhibit 99.1 Summary of Non-Employee Director Compensation Program, effective January 1, 2007