

ALLEGHENY TECHNOLOGIES INC

Form 11-K

June 25, 2009

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

**FORM 11-K**

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

- ⓑ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008

- **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]**

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER 1-12001

ALLEGHENY TECHNOLOGIES RETIREMENT SAVINGS PLAN

(Title of Plan)

**ALLEGHENY TECHNOLOGIES INCORPORATED**

(Name of Issuer of securities held pursuant to the Plan)

1000 Six PPG Place, Pittsburgh, Pennsylvania 15222-5479

(Address of Plan and principal executive offices of Issuer)

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Audited Financial Statements and Supplemental  
Schedule  
Allegheny Technologies Retirement Savings Plan

Years Ended December 31, 2008 and 2007  
With Report of Independent Registered Public Accounting Firm

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Allegheny Technologies Retirement Savings Plan  
Audited Financial Statements  
and Supplemental Schedule  
Years Ended December 31, 2008 and 2007  
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Report of Independent Registered Public Accounting Firm

Allegheny Technologies Incorporated

We have audited the accompanying statements of net assets available for benefits of the Allegheny Technologies Retirement Savings Plan as of December 31, 2008 and 2007, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2008 and 2007, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2008 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP  
Pittsburgh, Pennsylvania  
June 25, 2009

**Table of Contents**Allegheny Technologies Retirement Savings Plan  
Statements of Net Assets Available for Benefits

|  | <b>December 31</b>        |                    |
|--|---------------------------|--------------------|
|  | <b>2008</b>               | <b>2007</b>        |
| Investments at fair value:   |                           |                    |
| Interest in synthetic investment contracts   | <b>\$ 96,180,452</b>      | \$ 102,708,168     |
| Interest in registered investment companies  | <b>61,373,681</b>         | 106,140,817        |
| Interest in common collective trusts   | <b>42,464,847</b>         | 54,393,887         |
| Corporate common stocks  | <b>11,495,186</b>         | 26,473,467         |
| Interest-bearing cash and cash equivalents   | <b>8,425,077</b>          | 5,401,079          |
| Participant loans  | <b>2,929,458</b>          | 2,692,259          |
| <br>Total investments at fair value  | <br><b>222,868,701</b>    | <br>297,809,677    |
| <br>Contributions receivable   | <br><b>11,976</b>         |                    |
| <br>Net assets available reflecting investments at fair value                                  | <br><b>222,880,677</b>    | <br>297,809,677    |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | <b>6,255,302</b>          | 367,655            |
| <br>Net assets available for benefits  | <br><b>\$ 229,135,979</b> | <br>\$ 298,177,332 |

*See accompanying notes.*

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Allegheny Technologies Retirement Savings Plan  
Statements of Changes in Net Assets Available for Benefits

|  | <b>Years Ended December 31</b> |                |
|--|--------------------------------|----------------|
|  | <b>2008</b>                    | <b>2007</b>    |
| Contributions:   |                                |                |
| Employer   | \$ 7,510,149                   | \$ 8,513,597   |
| Employee   | 8,198,779                      | 7,559,816      |
| <b>Total contributions</b>                                       | <b>15,708,928</b>              | 16,073,413     |
| Investment income (loss):  |                                |                |
| Net gain (loss) from interest in registered investment companies | (36,770,096)                   | 6,778,082      |
| Net realized/unrealized loss on corporate common stocks          | (19,898,808)                   | (901,176)      |
| Net gain (loss) from interest in common collective trusts        | (16,608,717)                   | 271,969        |
| Interest income  | 2,075,480                      | 905,057        |
| Dividend income  | 44                             | 80,587         |
| Net gain from interest in Allegheny Master Trust                 |                                | 6,481,393      |
| Other  | 2,878,023                      | 923,042        |
| <b>Total investment income (loss)</b>                            | <b>(68,324,074)</b>            | 14,538,954     |
|  | <b>(52,615,146)</b>            | 30,612,367     |
| Distributions to participants                                    | (16,421,872)                   | (31,703,777)   |
| Administrative expenses and other, net                           | (4,335)                        | (3,040)        |
|  | <b>(16,426,207)</b>            | (31,706,817)   |
| Net decrease in net assets available for benefits                | (69,041,353)                   | (1,094,450)    |
| Net assets available for benefits at beginning of year           | 298,177,332                    | 299,271,782    |
| <b>Net assets available for benefits at end of year</b>          | <b>\$ 229,135,979</b>          | \$ 298,177,332 |

*See accompanying notes.*

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Allegheny Technologies Retirement Savings Plan  
Notes to Financial Statements

**1. Significant Accounting Policies**

*Use of Estimates and Basis of Accounting*

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The financial statements are prepared under the accrual basis of accounting.

*Investment Valuation*

Investments are reported at fair value. As described in Financial Accounting Standards Board Staff Position (FSP) AAG INV-1 and

SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*, fully benefit-responsive investment contracts held by a defined contribution plan are required to be reported at fair value in the Plan's Statement of Net Assets Available for Benefits with a corresponding adjustment to reflect these investments at contract value.

**2. Description of the Plan**

The Allegheny Technologies Retirement Savings Plan (the Plan) is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The purpose of the Plan is to provide retirement benefits to eligible employees through Company contributions and to encourage employee thrift by permitting eligible employees to defer a part of their compensation and contribute such deferral to the Plan. The Plan allows employees to contribute a portion of eligible wages each pay period through payroll deductions subject to Internal Revenue Code limitations. Depending on participants' years of service, qualifying employee contributions are matched by the respective employing companies, which are Allegheny Technologies Incorporated (ATI, the Plan Sponsor) and affiliates of ATI, up to 4% of participants' salary. In addition, the respective employing companies contribute 6.5% of participants' monthly pensionable earnings, as described in the Plan, and in addition contribute \$43.34 per month per participant. With respect to participants who are members of the Salaried Union Office & Technical (Local 1196-1) Agreement, the Plan was amended on January 1, 2004, to provide an employer contribution of \$0.50 for each hour worked by the participant, and on June 1, 2004, to provide that the employer match and the employer contributions of 6.5% of participants' monthly pensionable earnings and \$43.34 per month were eliminated. The Plan allows participants to direct their contributions, and contributions made on their behalf, to any of the investment alternatives. Unless otherwise specified by the participant, employer contributions are made to the State Street Target Retirement Fund that most closely matches the participant's ~~65~~ birthday date (e.g., State Street Target Retirement Income 2020 SL Series Fund).



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Allegheny Technologies Retirement Savings Plan  
Notes to Financial Statements (continued)

**2. Description of the Plan (continued)**

Separate accounts are maintained by the Plan Sponsor for each participating employee. Trustee fees and asset management fees charged by the Plan's trustee, Mellon Bank, N.A., prior to September 1, 2007 and thereafter Mercer Trust Company, for the administration of all funds are charged against net assets available for benefits of the respective fund. Certain other expenses of administering the Plan are paid by the Plan Sponsor.

Participants may make in-service and hardship withdrawals as outlined in the plan document.

Active employees can borrow up to 50% of their vested account balances minus any outstanding loans. The loan amounts are further limited to a minimum of \$1,000 and a maximum of \$50,000, and an employee can obtain no more than three loans at one time. Interest rates are determined based on commercially accepted criteria, and payment schedules vary based on the type of the loan. General purpose loans are repaid over 6 to 60 months, and primary residence loans are repaid over periods up to 180 months. Payments are made by payroll deductions.

Further information about the Plan, including eligibility, vesting, contributions, and withdrawals, is contained in the plan documents, summary plan description, and related contracts. These documents are available from the Plan Sponsor.

**3. Investments**

Prior to September 1, 2007, certain of the Plan's investments were in the Allegheny Master Trust, which had three separately managed institutional investment accounts: the T. Rowe Price Structured Research Common Trust Fund, the Alliance Capital Growth Pool, and the Standish Mellon Fixed Income Fund, which were valued on a unitized basis (collectively, the Allegheny Master Trust).

On September 1, 2007, as part of a change in the administration of the Plan, including changing the record keeper to Mercer Human Resources from Affiliated Computer Services, Inc., and changing the trustee to Mercer Trust Company from Mellon Bank, N.A., the investment options available to participants under the Plan were changed. Additionally, the Plan liquidated its investment in the Allegheny Master Trust. The Standish Mellon Fixed Income Fund was renamed the Standish Mellon Stable Value Fund.

The Allegheny Master Trust was established for the investment of assets of the Plan, and several other ATI sponsored retirement plans. Each participating retirement plan had an undivided interest in the Allegheny Master Trust.

Investment income and expenses were allocated to the Plan based upon its pro rata share in the net assets of the Allegheny Master Trust.

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Allegheny Technologies Retirement Savings Plan  
Notes to Financial Statements (continued)

**3. Investments (continued)**

The Plan retained the Standish Mellon Fixed Income Fund, renamed as the Standish Mellon Stable Value Fund (the Fund), as an investment option in a separate account subsequent to liquidating the Plan's interest in the Allegheny Master Trust. The Fund invests in guaranteed investment contracts (GICs) and actively managed structured or synthetic investment contracts (SICs). The GICs are promises by a bank or insurance company to repay principal plus a fixed rate of return through contract maturity. SICs differ from GICs in that there are specific assets supporting the SICs and these assets are owned by the Plan. The bank or insurance company issues a wrapper contract that allows participant-directed transactions to be made at contract value. The assets supporting the SICs were comprised of government agency bonds, corporate bonds, asset-backed securities (ABOs), collateralized mortgage obligations (CMOs), and common/collective trusts.

Interest crediting rates on the GICs in the Fund are determined at the time of purchase. Interest crediting rates on the SICs are either: (1) set at the time of purchase for a fixed term and crediting rate, (2) set at the time of purchase for a fixed term and variable crediting rate, or (3) set at the time of purchase and reset monthly within a constant duration. A constant duration contract may specify a duration of 2.5 years and the crediting rate is adjusted monthly based upon quarterly rebalancing of eligible 2.5 year duration investment instruments at the time of each resetting; in effect the contract never matures. At December 31, 2008 and 2007, the interest crediting rates for Fixed Maturity SICs ranged from 4.12% to 5.04% and 4.30% to 5.32%, respectively.

Average yields for all fully benefit-responsive investment contracts for the years ended December 31, 2008 and 2007 were as follows:

|   | <b>Years Ended December 31</b> |             |
|---|--------------------------------|-------------|
|   | <b>2008</b>                    | <b>2007</b> |
| Average yields:                                 |                                |             |
| Based on actual earnings                        | <b>4.67%</b>                   | 4.72%       |
| Based on interest rate credited to participants | <b>4.56%</b>                   | 4.57%       |

There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Although it is management's intention to hold the investment contracts in the Standish Mellon Stable Value Fund until maturity, certain investment contracts provide for adjustments to contract value for withdrawals made prior to maturity.

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Allegheny Technologies Retirement Savings Plan  
Notes to Financial Statements (continued)

**3. Investments (continued)**

The following presents investments that represent 5% or more of the Plan's net assets:

|  | December 31         |              |
|--|---------------------|--------------|
|  | 2008                | 2007         |
| Barclays Global Investors Asset-Backed Securities Index Fund**       | <b>\$17,715,591</b> | \$18,663,527 |
| Barclays Global Investors Intermediate Term Credit Bond Index Fund** | <b>16,121,927</b>   | 15,852,204   |
| American Funds Growth Fund of America                                | <b>16,028,565</b>   | 27,110,712   |
| Barclays Global Investors Mortgage-Backed Securities Index Fund*,**  | <b>13,299,361</b>   | 12,778,429   |
| Allegheny Technologies Incorporated common stock                     | <b>11,495,186</b>   | 26,473,467   |
| State Street Global Advisors S&P 500 Flagship SL Fund***             | <b>11,336,458</b>   | 19,990,877   |
| American Funds Europacific Growth Fund***                            | <b>9,298,368</b>    | 17,228,050   |
| Alliance Bernstein Small Mid Cap Value Fund***                       | <b>8,214,128</b>    | 16,372,049   |
| MSIF Small Company Growth Fund***                                    | <b>7,789,192</b>    | 15,492,580   |

\* *Prior year presented for comparative purposes only*

\*\* *Held within SICs*

\*\*\* *Current year presented for comparative purposes only*

Investments in SICs at contract value that represent 5% or more of the Plan's net assets were as follows:

|  | December 31         |              |
|--|---------------------|--------------|
|  | 2008                | 2007         |
| Monumental Life Ins. Co. Constant Duration SIC | <b>\$27,186,516</b> | \$24,895,256 |
| Rabobank Constant Duration SIC                 | <b>26,543,836</b>   | 25,321,764   |
| State Street Constant Duration SIC*            | <b>14,640,638</b>   | 9,746,533    |
| Bank of America Fixed Maturity SIC*            | <b>13,439,664</b>   | 12,029,587   |
| Union Bank of Switzerland Fixed Maturity SIC   |                     | 17,324,923   |

\* *Prior year presented for comparative purposes only*

**4. Fair Value Measurements**

The Plan adopted FASB Statement No. 157, *Fair Value Measurements* (FAS 157), as required, on January 1, 2008. This standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosures about the use of fair value measurements. Specifically, FAS 157:

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Allegheny Technologies Retirement Savings Plan  
Notes to Financial Statements (continued)

**4. Fair Value Measurements (continued)**

Defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establishes a framework for measuring fair value;

Establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date;

Eliminates large position discounts for financial instruments quoted in active markets; and

Expands disclosures about instruments measured at fair value.

*Determination of Fair Value*

Following is a description of the Plan's valuation methodologies for assets and liabilities measured at fair value. Such valuation methodologies were applied to all of the assets and liabilities carried at fair value effective January 1, 2008. Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, fair value is based upon models that primarily use, as inputs, market-based or independently-sourced market parameters, including yield curves, interest rates, volatilities, equity or debt prices, foreign exchange rates and credit curves. In addition to market information, models may also incorporate transaction details, such as maturity. Valuation adjustments, such as liquidity valuation adjustments, may be necessary when the Plan is unable to observe a recent market price for a financial instrument that trades in inactive (or less active) markets. Liquidity adjustments are not taken for positions classified within level 1 (as defined below) of the fair value hierarchy.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

*Valuation Hierarchy*

FAS 157 established a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of the inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets and liabilities in active markets.

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Allegheny Technologies Retirement Savings Plan  
Notes to Financial Statements (continued)

**4. Fair Value Measurements (continued)**

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable and significant to the valuation measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

*Valuation Methodologies*

The valuation methodologies used for assets and liabilities measured at fair value, including their general classification based on the fair value hierarchy, includes the following:

Cash and cash equivalents where the Net Asset Value (NAV) is a quoted price in a market that is active, it is classified within level 1 of the valuation hierarchy. In certain cases NAV is a quoted price in a market that is not active, or is based on quoted prices for similar assets and liabilities in active markets, and these investments are classified within level 2 of the valuation hierarchy.

Corporate common stocks are valued at the closing price reported on the major market on which the individual securities are traded. Substantially all other common stock is classified within level 1 of the valuation hierarchy.

Common/collective trust funds these investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in a market that is not active and classified within level 2 of the valuation hierarchy.

Registered investment companies these investments are public investment vehicles valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. Where the NAV is a quoted price in a market that is active, it is classified within level 1 of the valuation hierarchy. In certain cases NAV is a quoted price in a market that is not active, or is based on quoted prices for similar assets and liabilities in active markets, and these investments are classified within level 2 of the valuation hierarchy.

**Table of Contents**Allegheny Technologies Retirement Savings Plan  
Notes to Financial Statements (continued)**4. Fair Value Measurements (continued)**

Corporate debt instruments, U.S. government and federal agency obligations, U.S. government-sponsored entity obligations, and other where quoted prices are available in an active market, the investments are classified within level 1 of the valuation hierarchy. If quoted market prices are not available for the specific security, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. When quoted market prices for the specific security are not available in an active market, they are classified within level 2 of the valuation hierarchy.

Synthetic investment contracts fair value is based on the underlying investments. The underlying investments include government agency bonds, corporate bonds, ABOs, CMOs, and common/collective trusts. Because inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, or in the case of common/collective trusts the NAV is a quoted price in a market that is not active, synthetic investment contracts are classified within level 2 of the valuation hierarchy.

Loans to plan participants valued at cost plus accrued interest, which approximates fair value and are classified within level 2 of the valuation hierarchy.

The following table presents the financial instruments carried at fair value as of December 31, 2008, by caption on the statement of net assets available for benefits and by FAS 157 valuation hierarchy (as described above). The Plan had no assets classified within level 3 of the valuation hierarchy.

Assets measured at fair value on a recurring basis:

| December 31, 2008                           | Level 1       | Level 2        | Total         |
|---|---------------|----------------|---------------|
| Interest in synthetic investment contracts  | \$            | \$ 96,180,452  | \$ 96,180,452 |
| Interest in registered investment companies | 61,373,681    |                | 61,373,681    |
| Interest in common collective trusts        |               | 42,464,847     | 42,464,847    |
| Corporate common stock                      | 11,495,186    |                | 11,495,186    |
| Interest-bearing cash and cash equivalents  | 6,553,963     | 1,871,114      | 8,425,077     |
| Participant loans                           |               | 2,929,458      | 2,929,458     |
| Total assets at fair value                  | \$ 79,422,830 | \$ 143,445,871 | 222,868,701   |

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Allegheny Technologies Retirement Savings Plan  
Notes to Financial Statements (continued)

**5. Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service dated August 4, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

**6. Plan Termination**

Although it has not expressed any intent to do so, the employing companies have the right under the Plan to discontinue their contributions at any time and to terminate their respective participation in the Plan subject to the provisions of ERISA. However, no such action may deprive any participant or beneficiary under the Plan of any vested right.

**7. Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risk such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**8. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

|  | <b>December 31</b>    |                |
|--|-----------------------|----------------|
|  | <b>2008</b>           | <b>2007</b>    |
| Net assets available for benefits per the financial statements | <b>\$ 229,135,979</b> | \$ 298,177,332 |
| Deemed distribution of benefits to participants                | <b>(203,157)</b>      | (138,106)      |
| Net assets available for benefits per the Form 5500            | <b>\$ 228,932,822</b> | \$ 298,039,226 |

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Allegheny Technologies Retirement Savings Plan  
Notes to Financial Statements (continued)

**8. Reconciliation of Financial Statements to Form 5500 (continued)**

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2008:

|   |               |
|---|---------------|
| Benefits paid to participants per the financial statements  | \$ 16,421,872 |
| Add: Amounts allocated on Form 5500 to deemed distributions for the year ended December 31, 2008  | 203,157       |
| Less: Amounts allocated on Form 5500 to deemed distributions for the year ended December 31, 2007 | (138,106)     |
| Benefits paid to participants per the Form 5500   | \$ 16,486,923 |

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Allegheny Technologies Retirement Savings Plan  
 EIN: 25-1792394 Plan: 004  
 Schedule H, Line 4i-Schedule of Assets (Held at End of Year)  
 December 31, 2008

| <b>Description</b>                          | <b>Current Value</b> |
|---|----------------------|
| Registered Investment Companies             |                      |
| Alliance Bernstein Small Mid Cap Value Fund | \$ 8,214,128         |
| American Funds Europacific Growth Fund      | 9,298,368            |
| American Funds Growth Fund of America       | 16,028,565           |
| MFS Value Fund                              | 6,528,032            |
| Lord Abbett Mid Cap Value Fund              | 3,596,632            |
| MSIF Small Company Growth Fund              | 7,789,192            |
| Western Asset Core Plus Bond Fund           | 5,910,285            |
| Federated Money Market Fund                 | 1,041,893            |
|   | 58,407,095           |
| Self-directed accounts                      |                      |
| American Century Equity Growth Fund         | 32,220               |
| American Century Real Estate Fund           | 30,019               |
| Barron Asset Fund                           | 8,469                |
| Baron Growth Fund                           | 3,978                |
| Direxion Commodity Bull 2X Fund             | 997                  |
| Dow Jones US Financial Ultra Sector Profund | 1,524                |
| Energy Ultrasector Profound                 | 4,879                |
| Federated Kaufmann Fund Class K             | 144,118              |
| Janus Fund                                  | 25,121               |
| Janus Enterprise Fund                       | 64,676               |
| Janus Global Technology                     | 28,606               |
| Janus Global Life Sciences Fund             | 22,459               |
| Janus Growth & Income Fund                  | 64,637               |
| Janus Mercury Fund                          | 83,390               |
| Janus Strategic Value Fund                  | 44,051               |
| Janus Twenty Fund                           | 29,362               |
| Janus Worldwide Fund                        | 37,683               |
| Jensen Portfolio                            | 37,838               |
| Pimco All Asset Fund                        | 13,145               |
| Pimco Commodity Real Return Strategy Fund   | 8,050                |
| Pimco PIMS Real Return Fund                 | 21,348               |
| Pimco PIMS Total Return Fund                | 6,914                |
| Precious Metals Ultra Sector Profund        | 2,251                |
| Vanguard Bond Index Fund                    | 34,411               |
| Vanguard Equity Income Fund                 | 13,060               |
| Vanguard Fixed Income High Yield            | 4,516                |
| Vanguard Fixed Income Short Term            | 7,350                |
| Vanguard Growth Index Fund                  | 4,562                |
| Vanguard Index Trust Fund                   | 17,943               |

|                              |        |
|------------------------------|--------|
| Vanguard Special Energy Fund | 82,267 |
| Vanguard Special Portfolio   | 26,344 |
| Vanguard Wellington Fund     | 57,445 |
|                              | 13     |

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Allegheny Technologies Retirement Savings Plan  
 EIN: 25-1792394 Plan: 004  
 Schedule H, Line 4i-Schedule of Assets (Held at End of Year)  
 December 31, 2008

| <b>Description</b>                           | <b>Current Value</b> |
|--|----------------------|
| Vanguard Windsor II                          | 69,379               |
| AIM Global Health Care Fund                  | 80,041               |
| American Advantage International Equity Fund | 12,700               |
| American Beacon Large Cap                    | 31,652               |
| Ariel Appreciation Fund                      | 12,348               |
| CGM Focus Fund                               | 6,538                |
| CGM Realty Fund                              | 23,502               |
| Direxion Nasdaq 100 Bear 2.5X Fund           | 10,054               |
| Dodge & Cox International Fund               | 27,624               |
| Dodge & Cox Income Fund                      | 13,430               |
| Dodge & Cox Stock Fund                       | 2,432                |
| Dreyfus Intermedia                           | 8,968                |
| Dreyfus Basic S & P 500 Index                | 4,040                |
| Dreyfus Disciplined Stock Fund               | 5,995                |
| Dreyfus Mid-cap Value Fund                   | 5,518                |
| Dreyfus Premier Enterprise                   | 20,254               |
| Dreyfus Premier Technology                   | 27,557               |
| DWS High Income Plus Fund                    | 10,264               |
| Fidelity Aggressive Growth Fund              | 1,220                |
| Fidelity Canada Fund                         | 30,563               |
| Fidelity Dividend Growth Fund                | 9,116                |
| Fidelity Growth Company                      | 14,283               |
| Fidelity International Growth                | 58,391               |
| Fidelity Leveraged Company Stock Fund        | 41,329               |
| Fidelity Nordic Countries                    | 22,591               |
| Fidelity Select Biotechnology Fund           | 4,645                |
| Fidelity Select Electronic                   | 8,856                |
| Fidelity Select Financial                    | 5,603                |
| Fidelity Select Gold Fund                    | 50                   |
| Fidelity Select Health Care Fund             | 12,933               |
| Fidelity Select Medical Equipment Fund       | 16,758               |
| Fidelity Select Natural Gas Fund             | 8,903                |
| Fidelity Select Natural Resources            | 9,720                |
| Fidelity Select Portfolio                    | 9,063                |
| Fidelity Select Regional Bank                | 16,855               |
| Fidelity Select Software Fund                | 32,303               |
| Fidelity Select Technology Portfolio Fd      | 19,191               |
| Fidelity Small Cap Independence Fund         | 26,140               |
| Gamco Global Growth Fund Class               | 3,610                |
| Gamco Growth Fund Class AAA                  | 25,211               |
| Growth Fund of America Class B               | 6,111                |

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|  |        |
|--|--------|
| Harbor International Fund Investor Class | 21,926 |
| Invesco Technology Fund Investor Class   | 1,675  |
| Janus Adviser Forty Fund Class I         | 5,787  |
| Janus Global Opportunities Fund          | 17,366 |
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Allegheny Technologies Retirement Savings Plan  
 EIN: 25-1792394 Plan: 004  
 Schedule H, Line 4i-Schedule of Assets (Held at End of Year)  
 December 31, 2008

| <b>Description</b>                               | <b>Current Value</b> |
|--|----------------------|
| Janus Mid Cap Value Fund Investor Shares         | 22,168               |
| Janus Orion Fund                                 | 126,044              |
| Jennison Health Sciences Fund                    | 16,280               |
| Lazard Emerging Markets Portfolio                | 19,519               |
| Loomis Sayles Bond Fund                          | 65,686               |
| Lord Abbett Mid-Cap Value Fund                   | 4,680                |
| Marsico Growth & Income Fund                     | 52,400               |
| Masters Select International Fund                | 16,718               |
| Matthews China Fund                              | 7,652                |
| MFS Mid-Cap Growth Fund                          | 8,987                |
| Money Market Profund                             | 140,908              |
| Mutual Series Discovery                          | 14,929               |
| Old Mutual Technology                            | 7,683                |
| Old Mutual Emerging Growth                       | 34                   |
| Pimco All Asset Fund                             | 36,736               |
| Pimco High Yield Fund                            | 9,914                |
| Pimco Total Return Fund                          | 42,137               |
| Royce Opportunity Fund                           | 831                  |
| Royce Pennsylvania Mutual Fund                   | 5,917                |
| Royce Special Equity Fund                        | 12,455               |
| RS Core Equity Fund Class A                      | 31,772               |
| RS Emerging Growth Fund                          | 21,637               |
| Rydex Basic Materials                            | 9,731                |
| Stratton Growth Fund                             | 21,517               |
| T. Rowe Price Emerging Markets Fund              | 3,674                |
| T. Rowe Price International Growth & Income Adv. | 5,757                |
| T. Rowe Price Blue Chip Growth                   | 7,323                |
| T. Rowe Price Capital Appreciation               | 70,336               |
| T. Rowe Price Equity Income                      | 6,521                |
| T. Rowe Price Health Sciences                    | 12,153               |
| T. Rowe Price Latin America                      | 1,255                |
| T. Rowe Price Midcap Growth Fund                 | 15,048               |
| T. Rowe Price New Era                            | 17,377               |
| T. Rowe Price Real Estate                        | 18,464               |
| T. Rowe Price Science and Technology Fund        | 39,173               |
| T. Rowe Price Small Cap Value                    | 40,897               |
| The Fairholme Fund                               | 12,108               |
| Third Avenue Real Estate Value Fund              | 6,104                |
| Third Avenue Value Fund                          | 7,432                |
| Ultradow 30 Profund Investor Class               | 5,016                |
| Vanguard International                           | 80,702               |

|                                      |        |
|--------------------------------------|--------|
| Vanguard Primecap Core Fund          | 10,491 |
| Vanguard Small-Cap Growth Index Fund | 4,234  |
| Vanguard Strategic Equity Fund       | 10,485 |
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| <b>Description</b>  | <b>Current Value</b> |
|---|----------------------|
| Vanguard Total International Stock Index Fund                             | 4,009                |
| Vanguard Total Stock Market Index Signal Fund                             | 7,696                |
| Wasatch Heritage Growth Fund  | 7,890                |
| Wasatch Strategic Income Fund   | 4,446                |
| Wells Fargo Advantage   | 105,679              |
| Cash balance liability  | (147)                |
| <br>Self-Directed Accounts  | <br>2,966,586        |
| <br>Total Registered Investment Companies                                 | <br>\$ 61,373,681    |
| <br>Corporate Common Stock  |                      |
| Allegheny Technologies Incorporated*                                      | \$ 11,495,186        |
| <br>Participant loans* (5.00% to 9.75%, with maturities through 2023)     | <br>\$ 2,929,458     |
| <br>Interest-Bearing Cash and Cash Equivalents                            |                      |
| Mellon Trust of New England TIF Fund                                      | \$ 6,553,963         |
| Natixis Financial   | 1,871,114            |
| Adjustment from fair to book value  | (12,809)             |
|   | \$ 8,412,268         |
| <br>Common Collective Trusts  |                      |
| Mellon Stable Value Fund  | \$ 2,131,345         |
| Adjustment from fair to book value  | 100,228              |
| State Street Global Advisors Target Retirement Income SL Series Fund      | 2,292,559            |
| State Street Global Advisors Target Retirement Income 2010 SL Series Fund | 1,452,165            |
| State Street Global Advisors Target Retirement Income 2015 SL Series Fund | 6,097,383            |
| State Street Global Advisors Target Retirement Income 2020 SL Series Fund | 7,661,361            |
| State Street Global Advisors Target Retirement Income 2025 SL Series Fund | 4,434,000            |
| State Street Global Advisors Target Retirement Income 2030 SL Series Fund | 3,469,646            |
| State Street Global Advisors Target Retirement Income 2035 SL Series Fund | 1,082,549            |
| State Street Global Advisors Target Retirement Income 2040 SL Series Fund | 759,173              |
| State Street Global Advisors Target Retirement Income 2045 SL Series Fund | 1,104,845            |
| State Street Global Advisors Target Retirement Income 2050 SL Series Fund | 128,032              |
| State Street Global Advisors S&P 500 Flagship SL Fund                     | 11,336,458           |
| State Street Global Advisors Daily MSCI ACWI Ex-US Index SL Series Fund   | 515,331              |

\$ 42,565,075

Fixed Maturity Synthetic Contracts:

|                            |            |
|----------------------------|------------|
| CMBS, BACM 2002-2 A3       | \$ 851,214 |
| CMBS, BACM 2005-3 A3A      | 930,004    |
| Fannie Mae, FNR 2002-74 LC | 70,088     |
| Freddie Mac, FHR 2627 BU   | 1,558,961  |
| Freddie Mac, FHR 2640 TL   | 784,886    |
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| <b>Description</b>   | <b>Current Value</b> |
|--|----------------------|
| Freddie Mac, FHR 2715 ND                                       | 997,798              |
| Freddie Mac, FHR 2760 EB                                       | 897,859              |
| Freddie Mac, FHR 2786 PC                                       | 464,558              |
| Freddie Mac, FHR 2865 PQ                                       | 1,381,303            |
| Freddie Mac, FHR 2866 XD                                       | 1,384,610            |
| Freddie Mac, FHR 2870 BD                                       | 930,840              |
| Freddie Mac, FHR 2888 OW                                       | 656,124              |
| GNMA Project Loans, GNR 06-51 A                                | 1,029,204            |
| Auto Valet 2008-2 A3A  | 1,363,588            |
| Bank of America, N.A. Wrap contract                            | 138,627              |
| <br>   |                      |
| Bank of America, N.A. Fixed Maturity Synthetic Contract 03-040 | 13,439,664           |
| <br>   |                      |
| Auto, BASAT 06-G1 A4   | 1,345,150            |
| CMBS, CDCMT 2002-FX1D1895488.82                                | 865,518              |
| Rate Redu Bonds, CNP 05-1 A2                                   | 1,371,872            |
| Freddie Mac, FHR 2631 LB                                       | 628,239              |
| Freddie Mac, FHR 2681 PC                                       | 1,191,834            |
| Freddie Mac, FHR 2778 KR                                       | 463,635              |
| Freddie Mac, FHR 2981 NB                                       | 1,071,491            |
| Freddie Mac, FHR 2891 NB                                       | 935,601              |
| CMBS, MLMT 05-CIP1 A2  | 1,672,731            |
| CMBS, MLMT 05-CKI1 A2  | 828,962              |
| CMBS, CD05-CD1 A2 FX   | 418,607              |
| State Street Bank Wrap contract                                | 352,783              |
| <br>   |                      |
| State Street Bank Fixed Maturity Synthetic Contract 105028     | 11,146,423           |
| <br>   |                      |
| CMBS, BSCMS 05-T18 A2  | 649,466              |
| CMBS, BSCMS 99-WF2 A2  | 591,289              |
| CMBS, BSCMS 03-T12 A2  | 91,536               |
| Freddie Mac, FHR 2663 ML                                       | 1,620,812            |
| Freddie Mac, FHR 2763 PC                                       | 1,218,773            |
| Freddie Mac, FHR 2921 NV                                       | 692,843              |
| Freddie Mac, FHR 2934 OC                                       | 936,990              |
| CMBS, HFCMC 99-PH1 A2  | 89,847               |
| CMBS, JPMCC 05-LDP2 A2   | 840,941              |
| CMBS, MSC 99-CAM1 A4   | 25,501               |
| Auto, NALT 06-A A4   | 1,813,178            |
| Auto, VWALT 06-A A4  | 685,945              |
| Natixis Financial Products Wrap contract                       | 134,137              |

|   |               |
|---|---------------|
| Natixis Financial Products Fixed Maturity Synthetic Contract #1245-01 | 9,391,258     |
| Total Fixed Maturity Synthetic Contracts                              | \$ 33,977,345 |

Constant Duration Synthetic Contracts:

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| <b>Description</b>   | <b>Current Value</b> |
|--|----------------------|
| Barclays Global Investors, 1-3 Year Government Bond Index Fund           | \$ 1,029,478         |
| Barclays Global Investors, Asset-Backed Sec Index Fund                   | 7,050,609            |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund                 | 2,144,183            |
| Barclays Global Investors, Int Term Credit Bond Index Fund               | 6,416,642            |
| Barclays Global Investors, Int Term Government Bond Index Fund           | 2,469,170            |
| Barclays Global Investors, Long Term Government Bond Index Fund          | 602,604              |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund                | 5,293,242            |
| Monumental Life Ins. Co. Wrap contract                                   | 2,180,588            |
| <br>   |                      |
| Monumental Life Ins. Co. Constant Duration Synthetic Contract MDA00413TR | 27,186,516           |
| <br>   |                      |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund           | 1,002,769            |
| Barclays Global Investors, Asset-Backed Sec Index Fund                   | 6,868,500            |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund                 | 2,088,566            |
| Barclays Global Investors, Int Term Credit Bond Index Fund               | 6,250,170            |
| Barclays Global Investors, Int Term Government Bond Index Fund           | 2,405,108            |
| Barclays Global Investors, Long Term Government Bond Index Fund          | 586,971              |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund                | 5,155,912            |
| Rabobank Wrap contract   | 2,185,840            |
| <br>   |                      |
| Rabobank Constant Duration Synthetic Contract ATI060301                  | 26,543,836           |
| <br>   |                      |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund           | 554,334              |
| Barclays Global Investors, Asset-Backed Sec Index Fund                   | 3,796,482            |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund                 | 1,154,560            |
| Barclays Global Investors, Int Term Credit Bond Index Fund               | 3,455,115            |
| Barclays Global Investors, Int Term Government Bond Index Fund           | 1,329,553            |
| Barclays Global Investors, Long Term Government Bond Index Fund          | 324,479              |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund                | 2,850,207            |
| State Street Bank Wrap contract  | 1,175,908            |
| <br>   |                      |
| State Street Bank Constant Duration Synthetic Contract 107073            | 14,640,638           |
| <br>   |                      |
| Total Constant Duration Synthetic Contracts                              | \$ 68,370,990        |

\* Party-in-interest

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**SIGNATURES**

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

**ALLEGHENY TECHNOLOGIES  
INCORPORATED**

**ALLEGHENY TECHNOLOGIES  
RETIREMENT SAVINGS PLAN**

Date: June 25, 2009

By: /s/ Dale G. Reid

Dale G. Reid  
Vice President-Controller, Chief  
Accounting Officer and Treasurer  
(Principal Accounting Officer and Duly  
Authorized Officer)

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