

ALLEGHENY TECHNOLOGIES INC

Form 11-K

June 27, 2005

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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**

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

- o **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

**SAVINGS AND SECURITY PLAN OF THE LOCKPORT AND
WATERBURY FACILITIES**

(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
Savings and Security Plan of the Lockport and Waterbury Facilities

Years Ended December 31, 2004 and 2003
With Report of Independent Registered Public Accounting Firm

Savings and Security Plan of the
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Audited Financial Statements
and Supplemental Schedule

Years Ended December 31, 2004 and 2003

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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 Savings and Security Plan of the Lockport and Waterbury Facilities as of December 31, 2004 and 2003, 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 audit 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, 2004 and 2003, 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, 2004 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

June 23, 2005
Pittsburgh, Pennsylvania

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Lockport and Waterbury Facilities

Statements of Net Assets Available for Benefits

| | December 31 | |
|---|---------------------|--------------|
| | 2004 | 2003 |
| Investments: | | |
| Interest in Allegheny Master Trust | \$ 5,023,282 | \$ 4,881,400 |
| Interest in registered investment companies | 1,792,329 | 1,567,422 |
| Corporate common stocks | 364,533 | 206,351 |
| Participant loans | 308,784 | 356,282 |
| Interest in common collective trusts | 260 | 387 |
| Total investments | 7,489,188 | 7,011,842 |
| Employer contribution receivable | 1,135 | |
| Employee contributions receivable | 4,831 | |
| Other receivables (payables), net | 1 | (273) |
| Net assets available for benefits | \$ 7,495,155 | \$ 7,011,569 |

See accompanying notes.

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Lockport and Waterbury Facilities

Statements of Changes in Net Assets Available for Benefits

| | Years Ended December | |
|---|----------------------|--------------|
| | 2004 | 2003 |
| Contributions: | | |
| Employer | \$ 71,949 | \$ 66,536 |
| Employee | 193,692 | 181,873 |
| Total contributions | 265,641 | 248,409 |
| Investment income: | | |
| Net gain from interest in Allegheny Master Trust | 260,081 | 346,308 |
| Net gain from interest in registered investment companies | 215,709 | 334,115 |
| Net realized/unrealized gain on corporate common stocks | 145,071 | 125,703 |
| Interest income | 19,554 | 20,420 |
| Dividend income | 4,487 | 4,191 |
| Net gain from interest in common collective trusts | 31 | 23,086 |
| Total investment income | 644,933 | 853,823 |
| | 910,574 | 1,102,232 |
| Distributions to participants | (426,988) | (440,762) |
| Net increase in net assets available for benefits | 483,586 | 661,470 |
| Net assets available for benefits at beginning of year | 7,011,569 | 6,350,099 |
| Net assets available for benefits at end of year | \$ 7,495,155 | \$ 7,011,569 |

See accompanying notes.

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Savings and Security Plan of the
Lockport and Waterbury Facilities

Notes to Financial Statements

December 31, 2004

1. Significant Accounting Policies

Investments are valued as follows:

Bank and insurance investment contracts (investment contracts) with varying contract rates and maturity dates are stated at contract value.

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

All other investments are stated at their net asset value, based on the quoted market prices of the securities held in such funds on applicable exchanges.

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.

2. Description of the Plan

The Savings and Security Plan of the Lockport and Waterbury Facilities of Allegheny Ludlum Corporation (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 a savings and retirement plan to eligible employees of the Lockport and Waterbury Facilities of Allegheny Ludlum Corporation (ALC) by allowing a portion of their salary to be set aside each month through payroll deductions. ALC (the Company) is a wholly owned subsidiary of Allegheny Technologies Incorporated (ATI, the Plan Sponsor). The Plan allows employees to contribute a portion of eligible wages each pay period through payroll deductions subject to Internal Revenue Code limitations. The Company contributes \$0.50 for each hour worked by the participant. 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 Standish Fixed Income Fund.

Table of ContentsSavings and Security Plan of the
Lockport and Waterbury Facilities

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., 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. Participants are fully vested in their entire participant account balance.

Active employees can borrow up to 50% of their vested account balances. The loan amounts are further limited to a minimum of \$500 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

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

| | December 31 | |
|-------------------------------|---------------------|--------------|
| | 2004 | 2003 |
| Standish Fixed Income Fund | \$ 4,495,350 | \$ 4,329,360 |
| Dreyfus Emerging Leaders Fund | 870,093 | 869,537 |
| ATI Disciplined Stock Fund | 348,498* | 402,513 |

* Shown for comparative purposes.

Certain of the Plan's investments are in the Allegheny Master Trust, which has three separately managed institutional investment accounts in the ATI Disciplined Stock Fund, the Alliance Capital Growth Pool, and the Standish Fixed Income Fund, which are valued on a unitized basis (collectively, the Allegheny Master Trust). 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 has an undivided interest in the Allegheny Master Trust. At December 31, 2004 and 2003, the Plan's interest in the net assets of the Alliance Capital Growth Pool, the Standish Fixed Income Fund, and the ATI Disciplined Stock Fund was as follows:

Table of ContentsSavings and Security Plan of the
Lockport and Waterbury Facilities

Notes to Financial Statements (continued)

| | 2004 | 2003 |
|------------------------------|--------------|-------------|
| Standish Fixed Income Fund | 2.26% | 2.26% |
| ATI Disciplined Stock Fund | 0.47 | 0.52 |
| Alliance Capital Growth Pool | 0.47 | 0.42 |

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

The composition of the net assets of the Standish Fixed Income Fund at December 31, 2004 and 2003, was as follows:

| | 2004 | 2003 |
|--|---------------------|--------------|
| Guaranteed investment contracts: | | |
| Canada Life | \$ 1,371,538 | \$ 2,757,412 |
| GE Life and Annuity | 8,735,242 | 9,583,804 |
| Hartford Life Insurance Company | 8,250,446 | 10,939,222 |
| John Hancock Life Insurance Company | 4,670,166 | 8,848,178 |
| Monumental Life Insurance Company | 1,017,190 | 2,353,862 |
| New York Life Insurance Company | 6,769,166 | 6,814,589 |
| Ohio National Life | 2,687,551 | 4,652,712 |
| Pacific Mutual Life Insurance Company | 5,061,507 | 6,075,054 |
| Principal Life | 1,243,795 | 1,187,962 |
| Protective Life Insurance Company | | 1,006,456 |
| Pruco Pace Credit Enhanced | 7,132,148 | 8,947,069 |
| Security Life of Denver | 5,972,064 | 6,737,205 |
| United of Omaha | 2,929,738 | 7,226,335 |
| | 55,840,551 | 77,129,860 |
| Synthetic guaranteed investment contracts: | | |
| Caisse des Depots et Consignations | | 1,999,995 |
| MDA Monumental BGI Wrap | 36,520,489 | 33,990,199 |
| Bank of America | 33,366,628 | 17,803,044 |
| Rabobank | 37,879,291 | 36,635,330 |
| Union Bank of Switzerland | 25,166,696 | 14,768,321 |
| | 132,933,104 | 105,196,889 |
| Interest in common collective trusts | 9,386,961 | 8,515,369 |
| Other | 670,702 | 764,537 |

| | | |
|------------------|-----------------------|----------------|
| Total net assets | \$ 198,831,318 | \$ 191,606,655 |
|------------------|-----------------------|----------------|

Table of ContentsSavings and Security Plan of the
Lockport and Waterbury Facilities

Notes to Financial Statements (continued)

3. Investments (continued)

The Standish Fixed Income Fund (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 Allegheny Master Trust. 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 are comprised of government agency bonds, corporate bonds, asset-backed securities (ABOs), and collateralized mortgage obligations (CMOs) with fair values of \$134,332,201 and \$107,926,162 at December 31, 2004 and 2003, respectively.

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, 2004 and 2003, the interest crediting rates for GICs and Fixed Maturity SICs ranged from 3.87% to 8.05% and 3.58% to 8.02%, respectively.

For the years ended December 31, 2004 and 2003, the average annual yield for the investment contracts in the Fund was 4.89% and 5.31%, respectively. Fair value of the GICs was estimated by discounting the weighted average of the Fund's cash flows at the then-current interest crediting rate for a comparable maturity investment contract. Fair value for the SICs was estimated based on the fair value of each contract's supporting assets at December 31, 2004 and 2003.

The composition of net assets of the Alliance Capital Growth Pool at December 31, 2004 and 2003 was as follows:

| | 2004 | 2003 |
|---|----------------------|---------------|
| Investment in pooled separate accounts: | | |
| Alliance Equity Fund S.A. #4 | \$ 38,135,320 | \$ 35,666,427 |
| Operating payables | (11,230) | (10,616) |
| Total net assets | \$ 38,124,090 | \$ 35,655,811 |

Table of ContentsSavings and Security Plan of the
Lockport and Waterbury Facilities

Notes to Financial Statements (continued)

3. Investments (continued)

The composition of net assets of the ATI Disciplined Stock Fund at December 31, 2004 and 2003 was as follows:

| | 2004 | 2003 |
|--------------------------------------|----------------------|---------------|
| Corporate common stocks | \$ 72,955,300 | \$ 77,259,404 |
| Interest in common collective trusts | 71,478 | 337,451 |
| Receivables | 1,085,015 | 283,072 |
| Payables | (97,126) | (42,301) |
| Total net assets | \$ 74,014,667 | \$ 77,837,626 |

The composition of the changes in net assets of the Allegheny Master Trust is as follows:

| | Standish Fixed Income Fund | | Alliance Capital Growth Pool | | ATI Disciplined Stock Fund | |
|--|---------------------------------------|--------------|---|-------------|---------------------------------------|-------------|
| | 2004 | 2003 | Years Ended December 31 | | 2004 | 2003 |
| | | | 2004 | 2003 | | |
| Investment income (loss): | | | | | | |
| Interest income | \$ 9,236,594 | \$ 9,953,790 | \$ | \$ | \$ - | \$ 214,654 |
| Net realized/unrealized gain (loss) on corporate common stocks | (1,358) | | | | 4,352,382 | 13,699,382 |
| Dividends | | | | | 1,368,881 | 1,073,159 |
| Net gain, registered investment companies | | 45,315 | | | | |
| Net gain, pooled separate accounts | | | 5,432,718 | 9,614,660 | | |
| Net gain, common collective trusts | 122,717 | 111,616 | | | 8,488 | 10,183 |
| Administrative expenses | (240,688) | (201,917) | (128,988) | (72,409) | (551,752) | (660,982) |
| Transfers | (1,892,602) | 888,462 | (2,835,451) | (440,184) | (9,000,958) | 8,571,888 |
| Net increase (decrease) | 7,224,663 | 10,797,266 | 2,468,279 | 9,102,067 | (3,822,959) | 22,908,284 |
| Total net assets at beginning of year | 191,606,655 | 180,809,389 | 35,655,811 | 26,553,744 | 77,837,626 | 54,929,342 |

| | | | | | | |
|------------------------------------|-----------------------|----------------|----------------------|---------------|----------------------|---------------|
| Total net assets at end of year | \$ 198,831,318 | \$ 191,606,655 | \$ 38,124,090 | \$ 35,655,811 | \$ 74,014,667 | \$ 77,837,626 |
|------------------------------------|-----------------------|----------------|----------------------|---------------|----------------------|---------------|

Interest, realized and unrealized gains and losses, and management fees from the Allegheny Master Trust are included in the net gain from interest in Allegheny Master Trust on the statements of changes in net assets available for benefits.

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Savings and Security Plan of the
Lockport and Waterbury Facilities

Notes to Financial Statements (continued)

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated July 11, 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 is qualified and the related trust is tax-exempt.

5. Parties-in-Interest

Dreyfus Corporation is the manager of the Dreyfus Mutual Funds that are offered as investment options under this Plan. Dreyfus Service Corporation is the funds distributor. Dreyfus Corporation and Dreyfus Service Corporation are both wholly owned subsidiaries of Mellon Financial Corporation. Mellon Financial Corporation also owns Mellon Bank, N.A., the trustee for this Plan. Therefore, transactions with these entities qualify as party-in-interest transactions.

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate 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.

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Lockport and Waterbury Facilities

EIN: 25-1792394 Plan: 007

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2004

| Description | Units/Shares | Current Value |
|--|--------------|------------------|
| <u>Registered Investment Companies:</u> | | |
| Dreyfus Bond Market Index* | 8,259.1310 | \$ 85,152 |
| Dreyfus Emerging Leaders Fund* | 19,672.0130 | 870,093 |
| Artisan Funds | 1,536.9970 | 45,433 |
| Dreyfus Appreciation Fund* | 524.0080 | 20,274 |
| Oakmark Balanced Funds | 10,119.6180 | 237,811 |
| PIMCO Total Return Funds | 2,848.2470 | 30,391 |
| Hartford Midcap Funds | 753.8630 | 20,996 |
| Lord, Abbett Mid Cap Funds | 3,697.1620 | 83,667 |
| MFS Value Funds | 1,236.6550 | 28,616 |
| Morgan Stanley Small Co | 5,376.2850 | 67,203 |
| PIMCO NFJ Funds | 6,720.5100 | 194,021 |
| Dreyfus International Value Fund* | 4,136.0170 | 81,149 |
| Jennison Growth Fund | 1,936.8640 | 27,523 |
| Total registered investment companies | | \$ 1,792,329 |
| Participant loans* (5.0% to 10.5%, with maturities through 2009) | | \$ 308,784 |
| <u>Corporate Common Stocks</u> | | |
| Allegheny Technologies Incorporated* | 16,822.0000 | \$ 364,533 |
| <u>Common Collective Trusts</u> | | |
| Dreyfus Short-Term Investment Fund* | 260.3900 | \$ 260 |

*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
SAVINGS AND SECURITY PLAN OF THE
LOCKPORT AND WATERBURY FACILITIES**

Date: June 27, 2005

By: /s/ Richard J. Harshman
Richard J. Harshman
Executive Vice President-Finance and
Chief Financial Officer
(Principal Financial Officer and Duly
Authorized Officer)