

ALLEGHENY TECHNOLOGIES INC

Form 11-K

June 30, 2008

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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**

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

FOR THE FISCAL YEARS ENDED DECEMBER 31, 2007 and 2006

**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

**ALLEGHENY LUDLUM CORPORATION PERSONAL  
RETIREMENT AND 401(K) SAVINGS ACCOUNT 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 Ludlum Corporation Personal Retirement and 401(k) Savings Account Plan  
Years Ended December 31, 2007 and 2006  
With Report of Independent Registered Public Accounting Firm

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Allegheny Ludlum Corporation  
Personal Retirement and 401(k) Savings Account Plan  
Audited Financial Statements  
and Supplemental Schedule  
Years Ended December 31, 2007 and 2006

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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 Ludlum Corporation Personal Retirement and 401(k) Savings Account Plan as of December 31, 2007 and 2006, 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, 2007 and 2006, 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 schedules of assets (held at end of year) as of December 31, 2007 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, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP  
Pittsburgh, Pennsylvania  
June 27, 2008

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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 Statements of Net Assets Available for Benefits

|   | <b>December 31</b>       |                   |
|---|--------------------------|-------------------|
|   | <b>2007</b>              | <b>2006</b>       |
| Investments at fair value:  |                          |                   |
| Interest in synthetic investment contracts  | \$ 65,599,574            | \$                |
| Interest in registered investment companies   | 38,265,859               | 42,004,111        |
| Interest in common collective trusts  | 27,668,170               | 915,891           |
| Corporate common stock  | 27,368,969               | 28,139,705        |
| Participant loans   | 5,897,706                | 6,056,070         |
| Interest-bearing cash   | 3,449,662                |                   |
| Interest in Allegheny Master Trust  |                          | 90,279,735        |
| Non-interest-bearing cash   |                          | 1,224             |
| <br>Total investments at fair value   | <br><b>168,249,940</b>   | <br>167,396,736   |
| <br>Employer contribution receivable  | <br><b>3,050</b>         |                   |
| Employee contributions receivable   | 1,008                    |                   |
| Other payables, net   |                          | (691,677)         |
| <br>Net assets available for benefits at fair value   | <br><b>168,253,998</b>   | <br>166,705,059   |
| Adjustment from fair value to contract value for fully<br>benefit-responsive investment contracts | 234,821                  | 1,047,683         |
| <br>Net assets available for benefits   | <br><b>\$168,488,819</b> | <br>\$167,752,742 |

*See accompanying notes.*

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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 Statements of Changes in Net Assets Available for Benefits

|  | <b>Years Ended December 31</b> |                      |
|--|--------------------------------|----------------------|
|  | <b>2007</b>                    | <b>2006</b>          |
| Contributions:   |                                |                      |
| Employer   | \$ 2,530,214                   | \$ 2,084,787         |
| Employee   | 8,584,446                      | 9,274,173            |
| <b>Total contributions</b>                                     | <b>11,114,660</b>              | <b>11,358,960</b>    |
| Investment income:   |                                |                      |
| Net gain from interest in Allegheny Master Trust               | 3,436,683                      | 4,215,779            |
| Net gain from interest in registered investment companies      | 2,125,261                      | 3,980,071            |
| Interest income  | 912,649                        | 411,703              |
| Net gain from interest in common collective trusts             | 695,607                        | 16,575               |
| Net realized/unrealized gain (loss) on corporate common stocks | (406,673)                      | 22,822,580           |
| Dividend income  | 79,542                         | 163,085              |
| Other income   | 599,015                        | 1,475                |
| <b>Total investment income</b>                                 | <b>7,442,084</b>               | <b>31,611,268</b>    |
|  | <b>18,556,744</b>              | <b>42,970,228</b>    |
| Distributions to participants                                  | (17,820,224)                   | (18,530,352)         |
| Fees   | (443)                          | (3,402)              |
|  | <b>(17,820,667)</b>            | <b>(18,533,754)</b>  |
| <b>Net increase in net assets available for benefits</b>       | <b>736,077</b>                 | <b>24,436,474</b>    |
| <b>Net assets available for benefits at beginning of year</b>  | <b>167,752,742</b>             | <b>143,316,268</b>   |
| <b>Net assets available for benefits at end of year</b>        | <b>\$168,488,819</b>           | <b>\$167,752,742</b> |

*See accompanying notes.*

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Allegheny Ludlum Corporation  
Personal Retirement and 401(k) Savings Account 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.

*Accounting Pronouncement*

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.

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurement* (FAS 157). 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. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. Plan management is currently evaluating the effect that the provisions of FAS 157 will have on the Plan's financial statements.

*Investment Valuation and Income recognition*

The Plan's investments are stated at fair value except for its benefit-responsive investment contracts, which are valued at contract value (see Note 3). Quoted market prices are used to value investments. Units of registered investment companies are valued at the net asset value of shares held by the Plan at year end. The fair value of the participation units in common collective trusts is based on quoted redemption value on the last business day of the Plan's year-end. Participant loans are valued at their outstanding balances, which approximate fair value.

Fully benefit-responsive guaranteed investment contracts (GICs) and synthetic investment contracts (SICs) are stated at contract value which is equal to principal balance plus accrued interest. As provided in the FSP, an investment contract is generally permitted to be valued at contract value, rather than fair value, to the extent it is fully benefit-responsive. Fair value of the GICs is estimated by discounting the weighted average cash flows at the then-current interest crediting rate for a comparable maturity investment contract. Fair value of the SICs is estimated



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Allegheny Ludlum Corporation  
Personal Retirement and 401(k) Savings Account Plan  
Notes to Financial Statements (continued)

**1. Significant Accounting Policies (continued)**

based on the fair value of each contract's supporting assets at December 31, 2007 and 2006. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. 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.

**2. Description of the Plan**

The Allegheny Ludlum Corporation Personal Retirement and 401(k) Savings Account 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 of Allegheny Ludlum Corporation (ALC) and effective July 2007, eligible employees of the Albany, Oregon location of Oregon Metallurgical Corporation (Oremet) 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. ALC and Oremet are wholly owned subsidiaries of Allegheny Technologies Incorporated (ATI, the Plan Sponsor). ALC contributes to the Plan \$0.50 per hour worked per eligible union employee. With respect to eligible Oremet employees, effective September 2007 and each September thereafter, Oremet will contribute the sum of \$100 multiplied by an employee's years of service; and Oremet will contribute \$15,000 to the account of each eligible employee who retires during the scheduled term of the collective bargaining agreement beginning July 1, 2007 (subject to a maximum of 46 employees over the term of the contract and a maximum of 14 employees per contract year). Unless otherwise specified by the participant, all contributions are made to the State Street Target Retirement Fund that most closely matches the participant's birthday date (e.g., State Street Target Retirement Fund 2020). Such contributions are made only from current income or accumulated earnings of the Plan Sponsor. The Plan allows participants to direct their contributions, and contributions made on their behalf to any of the investment alternatives. The Plan allows employees to contribute a portion of eligible wages each pay period through payroll deductions subject to Internal Revenue Code limitations. Additionally, ALC employees' annual pretax profit sharing award and pretax Longevity Incentive Payment Plan award may be contributed at the employees' discretion as their deferral.

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Allegheny Ludlum Corporation  
Personal Retirement and 401(k) Savings Account 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. Participants are fully vested in their entire participant account.

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 \$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 document, summary plan description, and related contracts. Copies of 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 plans based upon their pro rata share in the net assets on the Allegheny Master Trust. At December 31, 2006, the Plan's interest in the net assets of the Alliance Capital Growth Pool, the

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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 Notes to Financial Statements (continued)

**3. Investments (continued)**

Standish Mellon Fixed Income Fund, and the T. Rowe Price Structured Research Common Trust Fund held within the Allegheny Master Trust was as follows:

|   |        |
|---|--------|
| Standish Mellon Fixed Income Fund                   | 31.54% |
| Alliance Capital Growth Pool                        | 24.11  |
| T. Rowe Price Structured Research Common Trust Fund | 11.63  |

The composition of the net assets of the Standish Mellon Fixed Income Fund held within the Allegheny Master Trust at December 31, 2006 was as follows:

|  |                |
|--|----------------|
| Guaranteed investment contracts:   |                |
| Principal Life   | \$ 1,368,618   |
| New York Life Insurance Company  | 895,330        |
|  | 2,263,948      |
| Synthetic guaranteed investment contracts:   |                |
| Monumental Life  | 60,286,128     |
| Rabobank   | 53,011,207     |
| Union Bank of Switzerland  | 39,206,620     |
| Bank of America  | 28,662,260     |
| State Street Bank  | 21,292,911     |
| IXIS Financial Products, Inc.  | 4,030,074      |
|  | 206,489,200    |
| Interest in common collective trusts   | 24,622,702     |
| Total net assets at fair value   | 233,375,850    |
| Wrap contracts at fair value   | (49,959)       |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 3,381,661      |
| Total net assets   | \$ 236,707,552 |

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 investments held by the Standish Mellon Stable Value Fund are separately reported in 2007. 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 are comprised of government agency bonds, corporate bonds, asset-backed securities (ABOs), and collateralized mortgage obligations (CMOs).

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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 Notes to Financial Statements (continued)

**3. Investments (continued)**

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, 2007 and 2006, the interest crediting rates for GICs (2006 only) and Fixed Maturity SICs ranged from 4.30% to 5.32% and 4.30% to 5.34%, respectively.

Average yields for all fully benefit-responsive investment contracts for the years ended December 31, 2007 and 2006 were as follows:

|   | <b>Years Ended December 31</b> |             |
|---|--------------------------------|-------------|
|   | <b>2007</b>                    | <b>2006</b> |
| Average yields:                                 |                                |             |
| Based on actual earnings                        | <b>4.72%</b>                   | 4.75%       |
| Based on interest rate credited to participants | <b>4.57%</b>                   | 4.64%       |

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

|  | <b>December 31</b>  |              |
|--|---------------------|--------------|
|  | <b>2007</b>         | <b>2006</b>  |
| Allegheny Technologies Incorporated common stock                     | <b>\$27,368,969</b> | \$28,139,705 |
| Barclays Global Investors Asset-Backed Securities Index Fund**       | <b>11,920,370</b>   |              |
| Barclays Global Investors Intermediate Term Credit Bond Index Fund** | <b>10,124,782</b>   |              |
| State Street Global Advisors S&P 500 Index Fund                      | <b>8,832,957</b>    |              |
| American Funds Growth Fund of America                                | <b>8,824,018</b>    |              |
| Standish Mellon Fixed Income Fund*                                   |                     | 74,654,580   |
| Oakmark Balanced Fund  |                     | 11,155,720   |
| T. Rowe Price Structured Research Common Trust Fund*                 |                     | 8,396,573    |

\* *Contract value*

\*\* *Held within  
SICs*

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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 Notes to Financial Statements (continued)

**3. Investments (continued)**

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

|  | <b>December 31</b>  |             |
|--|---------------------|-------------|
|  | <b>2007</b>         | <b>2006</b> |
| Rabobank Constant Duration SIC                 | <b>\$16,172,978</b> | <b>\$</b>   |
| Monumental Life Ins. Co. Constant Duration SIC | <b>15,900,568</b>   |             |
| Union Bank of Switzerland Fixed Maturity SIC   | <b>11,065,406</b>   |             |
| State Street Bank Constant Duration SIC        | <b>8,561,556</b>    |             |

The composition of net assets of the Alliance Capital Growth Pool at December 31, 2006 was as follows:

|   |  |               |
|---|--|---------------|
| Investment in pooled separate accounts: |  |               |
| Alliance Equity Fund S.A. #4            |  | \$ 34,335,972 |
| Operating payables                      |  | (10,572)      |
| Total net assets                        |  | \$ 34,325,400 |

The composition of net assets of the T. Rowe Price Structured Research Common Trust Fund at December 31, 2006 was as follows:

|                                      |  |               |
|--------------------------------------|--|---------------|
| Interest in common collective trusts |  | \$ 72,210,981 |
| Payables                             |  | (34,228)      |
| Total net assets                     |  | \$ 72,176,753 |

The composition of the changes in net assets of the Allegheny Master Trust for the year ended December 31, 2006 is as follows:

|   | <b>Standish Mellon<br/>Fixed Income<br/>Fund</b> | <b>Alliance Capital<br/>Growth<br/>Pool</b> | <b>T. Rowe Price<br/>Structured<br/>Research Common<br/>Trust Fund</b> |
|---|--|---|--|
| Investment income (loss):                               |  |   |  |
| Interest income   | \$ 9,196,721                                     | \$  | \$   |
| Net realized/unrealized gain on corporate common stocks | 6,246  |   | 11,900   |
| Net gain (loss), pooled separate accounts               |  | (283,791)                                   |  |
| Net gain, common collective trusts                      | 851,445  |   | 10,226,870   |
| Administrative expenses                                 | (242,636)  | (98,140)                                    | (403,225)  |
| Transfers   | 14,124,671                                       | (5,060,685)                                 | (3,924,321)  |
| Net increase (decrease)                                 | 23,936,447                                       | (5,442,616)                                 | 5,911,224  |
| Total net assets at beginning of year                   | 212,771,105                                      | 39,768,016                                  | 66,265,529   |

|                                 |               |               |               |
|---------------------------------|---------------|---------------|---------------|
| Total net assets at end of year | \$236,707,552 | \$ 34,325,400 | \$ 72,176,753 |
|---------------------------------|---------------|---------------|---------------|

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Allegheny Ludlum Corporation  
Personal Retirement and 401(k) Savings Account Plan  
Notes to Financial Statements (continued)

**3. Investments (continued)**

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 for the year ended December 31, 2006.

**4. Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service dated July 25, 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 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.

**5. 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.

**6. 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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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 Notes to Financial Statements (continued)

**7. 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>2007</b>          | <b>2006</b>   |
| Net assets available for benefits per the financial statements | <b>\$168,488,819</b> | \$167,752,742 |
| Deemed distribution of benefits to participants                | <b>(198,187)</b>     | (205,967)     |
| Net assets available for benefits per the Form 5500            | <b>\$168,290,632</b> | \$167,546,775 |

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2007:

|   |                      |
|---|----------------------|
| Benefits paid to participants per the financial statements  | <b>\$ 17,820,224</b> |
| Add: Amounts allocated on Form 5500 to deemed distributions for the year ended December 31, 2007      | <b>198,187</b>       |
| Subtract: Amounts allocated on Form 5500 to deemed distributions for the year ended December 31, 2006 | <b>(205,967)</b>     |
| Benefits paid to participants per the Form 5500   | <b>\$ 17,812,444</b> |



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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 EIN: 25-1792394 Plan: 005  
 Schedule H, Line 4i-Schedule of Assets (Held at End of Year)  
 December 31, 2007

| Description                                 | Current Value |
|---|---------------|
| Registered Investment Companies:            |               |
| Alliance Bernstein Small Mid Cap Value Fund | \$ 7,983,362  |
| American Funds Europacific Growth Fund      | 7,277,718     |
| American Funds Growth Fund of America       | 8,824,018     |
| MFS Value Fund                              | 2,718,851     |
| Lord, Abbott Mid Cap Value Fund             | 2,666,589     |
| MSIF Small Company Growth Fund              | 6,596,623     |
| Western Asset Core Plus Bond Fund           | 2,051,917     |
| Putnam Money Market Fund                    | 922           |
|   | 38,120,000    |
| Self-directed accounts:                     |               |
| Cash Balance Liability                      | (22)          |
| CGM Focus Fund                              | 1,337         |
| Fidelity Discovery Fund                     | 14,063        |
| Fidelity Select Defense & Aerospace Fund    | 17,481        |
| Fidelity Select Energy Services Fund        | 16,221        |
| Fidelity Select Gold Fund                   | 5,383         |
| Fidelity Select Wireless Portfolio          | 7,232         |
| Permanent Portfolio Fund                    | 23,472        |
| T Rowe Price Equity Income                  | 484           |
| The Fairjolme Fund                          | 740           |
| US Global Resources Fund                    | 29,004        |
| Vanguard 500 Fund Investor Shares           | 30,464        |
|   | 145,859       |
| Total registered investment companies       | \$ 38,265,859 |
| Corporate Common Stock                      |               |
| Allegheny Technologies Incorporated*        | \$ 27,368,969 |
| Interest-Bearing Cash                       |               |
| Mellon Stable Value Fund                    | \$ 2,270,226  |
| Natixis Financial                           | 1,179,436     |
|   | \$ 3,449,662  |

|   |              |
|---|--------------|
| Common Collective Trusts  |              |
| Mellon Stable Value Fund  | \$ 1,366,703 |
| SEI Fund  | 609,554      |
| State Street Global Advisors Target Retirement Income Fund      | 466,330      |
| State Street Global Advisors Target Retirement Income Fund 2010 | 1,287,197    |
| State Street Global Advisors Target Retirement Income Fund 2015 | 3,932,933    |
| State Street Global Advisors Target Retirement Income Fund 2020 | 5,540,926    |
| State Street Global Advisors Target Retirement Income Fund 2025 | 2,863,116    |
|   | 12           |

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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 EIN: 25-1792394 Plan: 005  
 Schedule H, Line 4i-Schedule of Assets (Held at End of Year)  
 December 31, 2007

| Description   | Current Value |
|---|---------------|
| State Street Global Advisors Target Retirement Income Fund 2030 | 1,327,611     |
| State Street Global Advisors Target Retirement Income Fund 2035 | 637,522       |
| State Street Global Advisors Target Retirement Income Fund 2040 | 335,128       |
| State Street Global Advisors Target Retirement Income Fund 2045 | 242,657       |
| State Street Global Advisors S&P 500 Index Fund                 | 8,832,957     |
| State Street Global Advisors MSCI ACWI Ex US Fund               | 225,536       |
|   | \$ 27,668,170 |
| Fixed Maturity Synthetic Contracts:                             |               |
| Credit Cards, CCIT 03-A6 A6                                     | \$ 583,827    |
| Rate Redu Bonds, COMED 98-1 A7                                  | 196,192       |
| Fannie Mae, FNR 2002-74 LC                                      | 268,496       |
| Freddie Mac, FHR 2627 BU  | 990,039       |
| Freddie Mac, FHR 2640 TL  | 581,726       |
| Freddie Mac, FHR 2715 ND  | 634,930       |
| Freddie Mac, FHR 2760 EB  | 586,879       |
| Freddie Mac, FHR 2786 PC  | 294,457       |
| Freddie Mac, FHR 2865 PQ  | 871,215       |
| Freddie Mac, FHR 2866 XD  | 871,193       |
| Freddie Mac, FHR 2870 BD  | 588,225       |
| Freddie Mac, FHR 2888 OW  | 413,080       |
| GNMA Project Loans, GNR 06-51 A                                 | 689,634       |
| Rate Redu Bonds, PSNH 01-1 A2                                   | 122,598       |
| Bank of America, N.A. Wrap contract                             | (9,209)       |
| Bank of America, N.A. Fixed Maturity Synthetic Contract 03-040  | 7,683,282     |
| Rate Redu Bonds, DESF 01-1 A3                                   | 112,942       |
| Freddie Mac, FHR 2539 PR  | 112,626       |
| Rabobank Wrap contract  | (61)          |
| Rabobank Fixed Maturity Synthetic Contract ATI020101            | 225,507       |
| Auto, BASAT 06-G1 A4  | 887,205       |
| CMBS, CD 05-CD1 A2 FX   | 295,235       |
| Rate Redu Bonds, CNP 05-1 A2                                    | 893,749       |
| Freddie Mac, FHR 2631 LB  | 555,723       |
| Freddie Mac, FHR 2681 PC  | 885,213       |
| Freddie Mac, FHR 2778 KR  | 291,780       |

|                          |           |
|--------------------------|-----------|
| Freddie Mac, FHR 2981 NB | 676,495   |
| CMBS, MLMT 05-CIP1 A2    | 1,173,626 |
| CMBS, MLMT 05-CKI1 A2    | 591,285   |
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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 EIN: 25-1792394 Plan: 005  
 Schedule H, Line 4i-Schedule of Assets (Held at End of Year)  
 December 31, 2007

| Description  | Current Value |
|--|---------------|
| State Street Bank Wrap contract  | (25,213)      |
| State Street Bank Fixed Maturity Synthetic Contract 105028               | 6,225,098     |
| CMBS, BSCMS 05-T18 A2  | 437,144       |
| CMBS, BSCMS 99-WF2 A2  | 718,469       |
| CMBS, BSCMS 03-T12 A2  | 534,998       |
| CMBS, CASC 98-D7 A1B   | 708,116       |
| Credit Cards, COMET 03-A4 A4   | 874,679       |
| Credit Cards, CCCIT, 03-A3 A3  | 736,878       |
| CMBS, DLJCM 98-CF2 A1B   | 529,751       |
| Freddie Mac, FHR 2663 ML   | 1,030,987     |
| Freddie Mac, FHR 2763 PC   | 773,871       |
| Freddie Mac, FHR 2921 NV   | 436,410       |
| Freddie Mac, FHR 2934 OC   | 592,836       |
| CMBS, HFCMC 99-PH1 A2  | 498,926       |
| CMBS, JPMCC 05-LDP2 A2   | 581,513       |
| Credit Cards, MBNAS 03-A1 A1   | 732,133       |
| CMBS, MSC 99-CAM1 A4   | 209,130       |
| Auto, NALT 06-A A4   | 1,184,793     |
| Auto, VWALT 06-A A4  | 444,404       |
| Union Bank of Switzerland Wrap contract                                  | 40,368        |
| Union Bank of Switzerland Fixed Maturity Synthetic Contract 2970         | 11,065,406    |
| Total Fixed Maturity Synthetic Contracts                                 | \$ 25,199,293 |
| Constant Duration Synthetic Contracts:                                   |               |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund           | \$ 1,032,104  |
| Barclays Global Investors, Asset-Backed Sec Index Fund                   | 4,668,216     |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund                 | 1,594,833     |
| Barclays Global Investors, Int Term Credit Bond Index Fund               | 3,965,052     |
| Barclays Global Investors, Int Term Government Bond Index Fund           | 1,283,941     |
| Barclays Global Investors, Long Term Government Bond Index Fund          | 83,705        |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund                | 3,195,971     |
| Barclays Global Investors, Money Market Fund For EBT                     | 4             |
| Monumental Life Ins. Co. Wrap contract                                   | 76,742        |
| Monumental Life Ins. Co. Constant Duration Synthetic Contract MDA00413TR | 15,900,568    |

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|  |           |
|--|-----------|
| Barclays Global Investors, 1-3 Year Government Bond Index Fund | 1,047,662 |
| Barclays Global Investors, Asset-Backed Sec Index Fund         | 4,738,500 |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund       | 1,618,983 |
| Barclays Global Investors, Int Term Credit Bond Index Fund     | 4,024,702 |

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Allegheny Ludlum Corporation  
 Personal Retirement and 401(k) Savings Account Plan  
 EIN: 25-1792394 Plan: 005  
 Schedule H, Line 4i-Schedule of Assets (Held at End of Year)  
 December 31, 2007

| Description   | Current Value |
|---|---------------|
| Barclays Global Investors, Int Term Government Bond Index Fund    | 1,303,522     |
| Barclays Global Investors, Long Term Government Bond Index Fund   | 83,762        |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund         | 3,244,110     |
| Rabobank Wrap contract  | 111,737       |
| <br>  |               |
| Rabobank Constant Duration Synthetic Contract ATI060301           | 16,172,978    |
| <br>  |               |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund    | 555,748       |
| Barclays Global Investors, Asset-Backed Sec Index Fund            | 2,513,655     |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund          | 858,756       |
| Barclays Global Investors, Int Term Credit Bond Index Fund        | 2,135,028     |
| Barclays Global Investors, Int Term Government Bond Index Fund    | 691,353       |
| Barclays Global Investors, Long Term Government Bond Index Fund   | 45,072        |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund         | 1,721,485     |
| Barclays Global Investors, Money Market Fund For EBT              | 2             |
| State Street Bank Wrap contract                                   | 40,457        |
| <br>  |               |
| State Street Bank Constant Duration Synthetic Contract 107073     | 8,561,556     |
| <br>  |               |
| Total Constant Duration Synthetic Contracts                       | \$ 40,635,102 |
| <br>  |               |
| Participant loans* (5.00% to 9.25%, with maturities through 2021) | \$ 5,897,706  |

\* 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 LUDLUM CORPORATION  
PERSONAL RETIREMENT AND 401(K)  
SAVINGS ACCOUNT PLAN**

Date: June 30, 2008

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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