

ALLEGHENY TECHNOLOGIES INC
Form SC 13G/A
August 17, 2007

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b),(c), and (d) AND AMENDMENTS THERETO FILED PURSUANT
TO RULE 13d-2
(Amendment No. 1)***

Allegheny Technologies Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

01741R 10 2

(CUSIP Number)

July 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Singleton Group LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,775,000

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8. SHARED DISPOSITIVE POWER

WITH

5,775,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,775,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6% of outstanding shares (based on the number of shares outstanding as of July 27, 2007 as reported on Allegheny Technologies Incorporated's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) on August 2, 2007).

12. TYPE OF REPORTING PERSON (See Instructions)

OO

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Christina Singleton Mednick

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF

0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,775,000

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8. SHARED DISPOSITIVE POWER

WITH

5,775,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,775,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6% of outstanding shares (based on the number of shares outstanding as of July 27, 2007 as reported on Allegheny Technologies Incorporated's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) on August 2, 2007).

12. TYPE OF REPORTING PERSON (See Instructions)

IN

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

William W. Singleton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF

0

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,775,000

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8. SHARED DISPOSITIVE POWER

WITH

5,775,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,775,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6% of outstanding shares (based on the number of shares outstanding as of July 27, 2007 as reported on Allegheny Technologies Incorporated's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) on August 2, 2007)

12. TYPE OF REPORTING PERSON (See Instructions)

IN

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Donald E. Rugg

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF

158

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,775,000

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

158

WITH

8. SHARED DISPOSITIVE POWER

5,775,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,775,158

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6% of outstanding shares (based on the number of shares outstanding as of July 27, 2007 as reported on Allegheny Technologies Incorporated's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) on August 2, 2007)

12. TYPE OF REPORTING PERSON (See Instructions)

IN

The information in this Schedule 13G/A relates to and amends that initial Schedule 13G filed on April 19, 2000 by the Singleton Group LLC, Caroline W. Singleton, William W. Singleton, and Donald E. Rugg (the Initial Schedule 13G) with regard to their beneficial ownership of shares of the common stock (Common Stock) of Allegheny Technologies Incorporated.

Since the filing of the Initial Schedule 13G, the reporting persons have changed due to the death of Caroline Singleton and the appointment of Christina Singleton Mednick in place of Caroline Singleton as one of the managers of the Singleton Group LLC. The current reporting persons are as set forth in Item 2(a) below. In addition, the Reporting Persons percentage of beneficial ownership of the Common Stock has decreased from 7.2% to 5.7% due to the change in the aggregate number of shares of Common Stock outstanding.

Item 1(a). Name of Issuer:

Allegheny Technologies Incorporated

Item 1(b). Address of Issuer s Principal Executive Offices:

1000 Six PPG Place Pittsburgh, Pennsylvania 15222-5479.

Item 2(a). Name of Persons Filing:

This statement is filed by the Singleton Group LLC, Christina Singleton Mednick, William W. Singleton and Donald E. Rugg. Each of the foregoing is referred to as a Reporting Person and collectively the Reporting Persons. Christina Singleton Mednick, William W. Singleton and Donald E. Rugg are each a manager of the Singleton Group LLC.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The address of each of the Reporting Persons is c/o Singleton Group LLC, 11661 San Vicente Blvd., Suite 915, Los Angeles, CA 90049.

Item 2(c). Citizenship:

The Singleton Group LLC is a limited liability company formed under the laws of Delaware. Christina Singleton Mednick, William W. Singleton and Donald E. Rugg are citizens of the United States.

Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 01741R 10 2

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - .. A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned

The Singleton Group LLC is the direct beneficial owner of 5,775,000 shares of Common Stock. Christina Singleton Mednick, William W. Singleton and Donald E. Rugg, by virtue of their positions as managers of the Singleton Group LLC, are also beneficial owners of the 5,775,000 shares of Common Stock held by the Singleton Group LLC.

(b) Percent of Class: 5.6% (based on the number of shares outstanding as of July 27, 2007 as reported on Allegheny Technologies Incorporated's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) on August 2, 2007).

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 158 shares of common stock*

(ii) Shared power to vote or to direct the vote: 5,775,000 shares of common stock

(iii) Sole power to dispose or to direct the disposition of: 158 shares of common stock*

(iv) Shared power to dispose or to direct the disposition of: 5,775,000 shares of common stock

*The Reporting Persons share voting and dispositive powers with respect to the 5,775,000 shares of Common Stock beneficially owned by the Singleton Group LLC. Donald E. Rugg owns an additional 158 shares of Common Stock directly, with respect to which he has sole voting and dispositive power.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Christina Singleton Mednick, William W. Singleton, and Donald E. Rugg are managers of the LLC and may be considered members of a group with the Singleton Group LLC. See Exhibit 99.1 attached hereto.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 17, 2007

Singleton Group LLC, a Delaware

limited liability company

By: /s/ DONALD E. RUGG
Donald E. Rugg, Manager

/s/ CHRISTINA SINGLETON MEDNICK
Christina Singleton Mednick

/s/ WILLIAM W. SINGLETON
William W. Singleton

/s/ DONALD E. RUGG
Donald E. Rugg

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|--------------|---|
| Exhibit 99.1 | Group Members |
| Exhibit 99.2 | Joint Filing Agreement dated August 17, 2007. |