

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

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, 2007

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 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, 2007 and 2006
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, 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 Technologies Retirement Savings 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 schedule 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, is 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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Statements of Net Assets Available for Benefits

| | December 31 | |
|---|--------------------------|-------------------|
| | 2007 | 2006 |
| Investments at fair value: | | |
| Interest in registered investment companies | \$106,140,817 | \$107,268,894 |
| Interest in synthetic investment contracts | 102,708,168 | |
| Interest in common collective trusts | 54,393,887 | 121,205 |
| Corporate common stocks | 26,473,467 | 33,589,850 |
| Interest-bearing cash | 5,401,079 | 12,057 |
| Participant loans | 2,692,259 | 2,638,859 |
| Interest in Allegheny Master Trust | | 154,119,073 |
| Non-interest-bearing cash | | 2,131 |
| Total investments at fair value | 297,809,677 | 297,752,069 |
| Other payables, net | | (55,410) |
| Net assets available for benefits at fair value | 297,809,677 | 297,696,659 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | 367,655 | 1,575,123 |
| Net assets available for benefits | \$298,177,332 | \$299,271,782 |

See accompanying notes.

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

| | Years Ended December 31 | |
|--|--------------------------------|---------------|
| | 2007 | 2006 |
| Contributions: | | |
| Employer | \$ 8,513,597 | \$ 6,979,142 |
| Employee | 7,559,816 | 6,353,677 |
| Total contributions | 16,073,413 | 13,332,819 |
| Investment income: | | |
| Net gain from interest in registered investment companies | 6,778,082 | 10,616,318 |
| Net gain from interest in Allegheny Master Trust | 6,481,393 | 7,188,781 |
| Interest income | 905,057 | 186,543 |
| Net realized/unrealized gain (loss) on corporate common stocks | (901,176) | 26,769,300 |
| Net gain from interest in common collective trusts | 271,969 | 13,321 |
| Dividend income | 80,587 | 202,860 |
| Other | 923,042 | (1,339) |
| Total investment income | 14,538,954 | 44,975,784 |
| | 30,612,367 | 58,308,603 |
| Distributions to participants | (31,703,777) | (20,717,973) |
| Administrative expenses and other, net | (3,040) | (13,381) |
| | (31,706,817) | (20,731,354) |
| Net increase (decrease) in net assets available for benefits | (1,094,450) | 37,577,249 |
| Net assets available for benefits at beginning of year | 299,271,782 | 261,694,533 |
| Net assets available for benefits at end of year | \$298,177,332 | \$299,271,782 |

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.

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 in 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 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.

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

1. Significant Accounting Policies (continued)

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 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 Fund 2020).

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.

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

2. Description of the Plan (continued)

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 are allocated to the Plan based upon its pro rata share in the net assets of the Allegheny Master Trust. At December 31, 2006, the Plan's interest in the net assets of the Alliance Capital Growth Pool, the Standish Mellon Fixed Income Fund, and the T. Rowe Price Structured Research Common Trust Fund held within the Allegheny Master Trust was as follows:

| | |
|---|-------------|
| | 2006 |
| Alliance Capital Growth Pool | 66.87% |
| Standish Mellon Fixed Income Fund | 47.42 |
| T. Rowe Price Structured Research Common Trust Fund | 28.41 |

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

3. Investments (continued)

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 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 were comprised of government agency bonds, corporate bonds, asset-backed securities (ABOs), and collateralized mortgage obligations (CMOs). 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.

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

3. Investments (continued)

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

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

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

| | December 31 | |
|--|---------------------|-------------|
| | 2007 | 2006 |
| American Funds Growth Fund of America | \$27,110,712 | \$ |
| Allegheny Technologies Incorporated common stock | 26,473,467 | 33,589,850 |
| State Street Global Asset Advisors S&P500 Fund | 19,990,877 | |
| Barclays Global Investors Asset-Backed Securities Index Fund** | 18,663,527 | |
| American Funds Europacific Growth Fund | 17,228,050 | |
| Alliance Bernstein Small Mid Cap Value Fund | 16,372,049 | |
| Barclays Global Investors Intermediate Term Credit Bond Index Fund** | 15,852,204 | |
| MSIF Small Company Growth Fund | 15,492,580 | |
| Standish Mellon Fixed Income Fund* | | 112,238,253 |
| Oakmark Balanced Fund | | 23,835,020 |
| Alliance Capital Growth Pool* | | 22,952,871 |
| T. Rowe Price Structured Research Common Trust Fund* | | 20,503,072 |
| Dreyfus Emerging Leaders Fund | | 15,412,702 |

* *Contract value*

** *Held within
SICs*

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

| | December 31 | |
|--|---------------------|-------------|
| | 2007 | 2006 |
| Rabobank Constant Duration SIC | \$25,321,764 | \$ |
| Monumental Life Ins. Co. Constant Duration SIC | 24,895,256 | |
| Union Bank of Switzerland Fixed Maturity SIC | 17,324,923 | |

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

3. Investments (continued)

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:

| | Standish Mellon Fixed Income Fund | Alliance Capital Growth Pool | T. Rowe Price Structured Research Common Trust Fund |
|---|--|---|--|
| Investment income (loss): | | | |
| Interest income | \$ 9,196,721 | \$ | \$ |
| Net realized/unrealized gain on corporate common stocks | 6,246 | | 11,900 |
| Net 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 |

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.

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

4. 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.

5. 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.

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.

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:

| | December 31 | |
|--|----------------------|---------------|
| | 2007 | 2006 |
| Net assets available for benefits per the financial statements | \$298,177,332 | \$299,271,782 |
| Deemed distribution of benefits to participants | (138,106) | (157,053) |
| Net assets available for benefits per the Form 5500 | \$298,039,226 | \$299,114,729 |

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

7. 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, 2007.

| | |
|---|---------------|
| Benefits paid to participants per the financial statements | \$ 31,703,777 |
| Add: Amounts allocated on Form 5500 to deemed distributions for the year ended December 31, 2007 | 138,106 |
| Subtract: Amounts allocated on Form 5500 to deemed distributions for the year ended December 31, 2006 | (157,053) |
| Benefits paid to participants per the Form 5500 | \$ 31,684,830 |

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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, 2007

| Description | Units/Shares | Current Value |
|---|--------------|---------------|
| Registered Investment Companies | | |
| Alliance Bernstein Small Mid Cap Value Fund | | \$ 16,372,049 |
| American Funds Europacific Growth Fund | | 17,228,050 |
| American Funds Growth Fund of America | | 27,110,712 |
| MFS Value Fund | | 10,413,881 |
| Lord, Abbott Mid Cap Value Fund | | 6,990,439 |
| MSIF Small Company Growth Fund | | 15,492,580 |
| Western Asset Core Plus Bond Fund | | 6,330,453 |
| Putnam Money Market Fund | | 774,092 |
| | | 100,712,256 |
| Self-directed accounts | | |
| Aim Global Health Care Fund Investor Class | | 111,724 |
| Aim Technology Fund Investor Class | | 3,022 |
| American Beacon International | | 21,429 |
| American Beacon Large Cap Value Fund | | 52,390 |
| American Century Equity Growth Fund | | 49,373 |
| American Century Real Estate Fund | | 52,418 |
| Ariel Appreciation Fund | | 20,836 |
| Baron Asset Fund | | 14,293 |
| Baron Growth Fund | | 6,540 |
| Cash Balance Liability | | (243) |
| CGM Focus Fund | | 10,944 |
| CGM Realty Fund | | 43,641 |
| Dodge & Cox International Fund | | 57,712 |
| Dodge & Cox Stock Fund | | 3,931 |
| Dreyfus Basic S&P 500 Index | | 6,425 |
| Dreyfus Disciplined Stock Fund Class R | | 9,642 |
| Dreyfus Intermediate Term | | 10,004 |
| Dreyfus Mid-Cap Value Fund | | 9,172 |
| Dreyfus Premier Enterprise Fund | | 33,285 |
| Dreyfus Premier Technology Growth | | 47,735 |
| DWS High Income Plus Fund Class S | | 14,707 |
| Excelsior value & Restructuring Fund | | 6,203 |
| FBR Focus Fund | | 1,613 |
| Federated Kaufmann Fund Class K | | 249,403 |
| Fidelity Advisor Latin America Fund | | 28,752 |
| Fidelity Aggressive Growth Fund | | 2,404 |
| Fidelity Canada Fund | | 53,283 |
| Fidelity Dividend Growth Fund | | 15,982 |
| Fidelity Equity Income II Fund | | 32,030 |

Fidelity Growth Company

24,167
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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, 2007

| Description | Current Value |
|--|----------------------|
| Fidelity International | 104,793 |
| Fidelity Latin America Fund | 118,745 |
| Fidelity Leveraged Company Stock Fund | 90,903 |
| Fidelity Nordic Countries Fund | 51,300 |
| Fidelity Select Biotechnology Fund | 5,240 |
| Fidelity Select Electronics Fund | 17,666 |
| Fidelity Select Gold Fund | 63 |
| Fidelity Select Health Care Fund | 19,155 |
| Fidelity Select Portfolio Computer Fund | 17,606 |
| Fidelity Select Software Fund | 55,829 |
| Fidelity Select Technology Portfolio FD | 39,239 |
| Fidelity Small Cap Independence Fund | 49,310 |
| Fidelity Spartan 500 Index Fund | 81,199 |
| Fidelity Spartan Int 1 Index Fund | 75,448 |
| Franklin Convertible Secs Fund Class A | 2,894 |
| Gamco Global Growth Fund Class AAA | 6,509 |
| Gamco Growth Fund Class AAA | 46,620 |
| Growth Fund of America Class B | 10,106 |
| Harbor International Fund Investor Class | 47,631 |
| Janus Contrarian Fund | 230,526 |
| Janus Enterprise Fund | 116,652 |
| Janus Fund | 41,756 |
| Janus Global Life Sciences Fund | 35,889 |
| Janus Global Opportunities Fund | 27,935 |
| Janus Global Technology Fund | 50,424 |
| Janus Growth & Income Fund | 112,382 |
| Janus Mid Cap Value Fund Investor Shares | 30,505 |
| Janus Orion Fund | 264,644 |
| Janus Research Fund | 160,232 |
| Janus Twenty Fund | 50,600 |
| Janus Worldwide Fund | 72,141 |
| Jennison Health Sciences Fund Class Z | 21,992 |
| Jensen Portfolio Class J | 43,893 |
| Lazard Emerging Markets Portfolio | 37,603 |
| Loomis Sayles Bond Fund Retail | 22,297 |
| Lord Abbett Mid Cap Value Fund Class B | 7,785 |
| Marsico Growth Fund | 82,072 |
| Masters Select International Fund | 30,661 |
| Matthews China Fund | 65,220 |
| Meridian Growth Fund | 9,651 |
| MFS Mid Cap Growth Fund Class A | 18,387 |

| | |
|--|--------|
| Midas Fund | 46 |
| Mutual Series Discovery Class Z | 20,327 |
| Old Mutual Columbus Circle Technology & Comm. Fund Class Z | 15,963 |
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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, 2007

| Description | Current Value |
|---|----------------------|
| Old Mutual Emerging Growth Fund Class Z | 62 |
| Pimco All Asset Fund | 5,729 |
| Pimco All Asset Fund Class D | 22,536 |
| Pimco Commodity Real Return | 14,205 |
| Pimco Total Return Fund Class D | 139,124 |
| Royce Opportunity Fund | 1,532 |
| Royce Pennsylvania Mutual Fund | 9,073 |
| Royce Special Equity Fund | 15,494 |
| RS Core Equity Fund Class A | 44,947 |
| RS Emerging Growth Fund Class A | 39,789 |
| Rydex 1.25x Strategy | 6,247 |
| Short Real Estate Profund | 43,172 |
| Short Small Cap Profund Service | 29,576 |
| Stratton Multi Cap Fund | 34,886 |
| T Rowe Price Blue Chip Growth | 12,763 |
| T Rowe Price Capital Appreciation | 112,322 |
| T Rowe Price Equity Income Fund | 41,193 |
| T Rowe Price Growth Stock | 16,555 |
| T Rowe Price Health Sciences | 30,814 |
| T Rowe Price International | 10,469 |
| T Rowe Price Latin America | 57,529 |
| T Rowe Price Media & Telecommunications | 12,294 |
| T Rowe Price Mid Cap Growth | 24,951 |
| T Rowe Price New Era | 34,880 |
| T Rowe Price Real Estate | 5,865 |
| T Rowe Price Science & Technology | 69,697 |
| T Rowe Price Small-Cap Value | 35,545 |
| Third Avenue Real Estate Value Fund | 11,362 |
| Third Avenue Value Fund | 13,662 |
| Ultra Emerging Markets Profund | 3,570 |
| US Government Plus Fund Profund | 37,533 |
| Vanguard 500 Index Fund Investor Shares | 81,294 |
| Vanguard Energy Fund | 143,996 |
| Vanguard Equity Income Fund | 17,411 |
| Vanguard Growth Index Fund Investor | 7,396 |
| Vanguard Health Care Fund | 36,514 |
| Vanguard International Value | 138,518 |
| Vanguard Mid-Cap Stock Index Fund | 174,560 |
| Vanguard Precious Metals and Mining | 59,894 |
| Vanguard Primecap Core Fund Investor | 15,275 |
| Vanguard Small Cap Index Fund | 10,159 |

| | |
|------------------------------------|--------|
| Vanguard Strategic Equity Fund | 17,956 |
| Vanguard Total International Stock | 6,113 |
| Vanguard Wellington Fund | 73,927 |
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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, 2007

| Description | Current Value |
|---|----------------------|
| Vanguard Windsor Fund | 14,537 |
| Vanguard Windsor II Fund | 109,603 |
| Wasatch Heritage Growth Fund | 12,643 |
| Wasatch Strategic Growth Fund | 7,480 |
| Wells Fargo Advantage Dividend | 145,821 |
| Wells Fargo Advantage Growth | 15,432 |
| Self-Directed Accounts | 5,428,561 |
| | |
| Total Registered Investment Companies | \$ 106,140,817 |
| | |
| Corporate Common Stock | |
| Allegheny Technologies Incorporated* | \$ 26,473,467 |
| | |
| Participant loans* (5.00% to 9.75%, with maturities through 2020) | \$ 2,692,259 |
| | |
| Interest bearing cash | |
| Mellon Stable Value Fund | \$ 3,554,455 |
| Natixis Financial | 1,846,624 |
| | \$ 5,401,079 |
| | |
| Common Collective Trusts | |
| Mellon Stable Value Fund | \$ 2,139,824 |
| SEI Fund | 954,368 |
| State Street Global Advisors Target Retirement Income Fund | 2,666,142 |
| State Street Global Advisors Target Retirement Income Fund 2010 | 2,018,095 |
| State Street Global Advisors Target Retirement Income Fund 2015 | 6,752,128 |
| State Street Global Advisors Target Retirement Income Fund 2020 | 8,719,711 |
| State Street Global Advisors Target Retirement Income Fund 2025 | 4,561,874 |
| State Street Global Advisors Target Retirement Income Fund 2030 | 3,432,462 |
| State Street Global Advisors Target Retirement Income Fund 2035 | 883,555 |
| State Street Global Advisors Target Retirement Income Fund 2040 | 463,266 |
| State Street Global Advisors Target Retirement Income Fund 2045 | 956,185 |
| State Street Global Advisors S&P 500 Index Fund | 19,990,877 |
| State Street Global Advisors MSCI ACWI Ex-US Fund | 855,400 |
| | \$ 54,393,887 |

Fixed Maturity Synthetic Contracts:

| | | |
|--------------------------------|----|-----------|
| Credit Cards, CCIT 03-A6 A6 | \$ | 914,088 |
| Rate Redu Bonds, COMED 98-1 A7 | | 307,175 |
| Fannie Mae, FNR 2002-74 LC | | 420,380 |
| Freddie Mac, FHR 2627 BU | | 1,550,088 |
| Freddie Mac, FHR 2640 TL | | 910,799 |
| Freddie Mac, FHR 2715 ND | | 994,099 |
| Freddie Mac, FHR 2760 EB | | 918,867 |
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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, 2007

| Description | Current Value |
|--|----------------------|
| Freddie Mac, FHR 2786 PC | 461,026 |
| Freddie Mac, FHR 2865 PQ | 1,364,046 |
| Freddie Mac, FHR 2866 XD | 1,364,012 |
| Freddie Mac, FHR 2870 BD | 920,974 |
| Freddie Mac, FHR 2888 OW | 646,752 |
| GNMA Project Loans, GNR 06-51 A | 1,079,749 |
| Rate Redu Bonds, PSNH 01-1 A2 | 191,950 |
| Bank of America, N.A. Wrap contract | (14,418) |
| Bank of America, N.A. Fixed Maturity Synthetic Contract 03-040 | 12,029,587 |
| Rate Redu Bonds, DESF 01-1 A3 | 176,831 |
| Freddie Mac, FHR 2539 PR | 176,337 |
| Rabobank Wrap contract | (95) |
| Rabobank Fixed Maturity Synthetic Contract ATI020101 | 353,073 |
| Auto, BASAT 06-G1 A4 | 1,389,082 |
| CMBS, CD 05-CD1 A2 FX | 462,245 |
| Rate Redu Bonds, CNP 05-1 A2 | 1,399,329 |
| Freddie Mac, FHR 2631 LB | 870,086 |
| Freddie Mac, FHR 2681 PC | 1,385,964 |
| Freddie Mac, FHR 2778 KR | 456,834 |
| Freddie Mac, FHR 2981 NB | 1,059,177 |
| CMBS, MLMT 05-CIP1 A2 | 1,837,527 |
| CMBS, MLMT 05-CKI1 A2 | 925,764 |
| State Street Bank Wrap contract | (39,475) |
| State Street Bank Fixed Maturity Synthetic Contract 105028 | 9,746,533 |
| CMBS, BSCMS 05-T18 A2 | 684,430 |
| CMBS, BSCMS 99-WF2 A2 | 1,124,895 |
| CMBS, BSCMS 03-T12 A2 | 837,637 |
| CMBS, CASC 98-D7 A1B | 1,108,686 |
| Credit Cards, COMET 03-A4 A4 | 1,369,470 |
| Credit Cards, CCCIT, 03-A3 A3 | 1,153,717 |
| CMBS, DLJCM 98-CF2 A1B | 829,422 |
| Freddie Mac, FHR 2663 ML | 1,614,200 |
| Freddie Mac, FHR 2763 PC | 1,211,638 |
| Freddie Mac, FHR 2921 NV | 683,280 |
| Freddie Mac, FHR 2934 OC | 928,194 |
| CMBS, HFCMC 99-PH1 A2 | 781,161 |

| | |
|------------------------------|-----------|
| CMBS, JPMCC 05-LDP2 A2 | 910,465 |
| Credit Cards, MBNAS 03-A1 A1 | 1,146,289 |
| CMBS, MSC 99-CAM1 A4 | 327,431 |
| Auto, NALT 06-A A4 | 1,855,010 |
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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, 2007

| Description | Current Value |
|--|----------------------|
| Auto, VWALT 06-A A4 | 695,796 |
| Union Bank of Switzerland Wrap contract | 63,202 |
| Union Bank of Switzerland Fixed Maturity Synthetic Contract 2970 | 17,324,923 |
| Total Fixed Maturity Synthetic Contracts | \$ 39,454,116 |
| Constant Duration Synthetic Contracts: | |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund | \$ 1,615,948 |
| Barclays Global Investors, Asset-Backed Sec Index Fund | 7,308,948 |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund | 2,497,004 |
| Barclays Global Investors, Int Term Credit Bond Index Fund | 6,208,016 |
| Barclays Global Investors, Int Term Government Bond Index Fund | 2,010,246 |
| Barclays Global Investors, Long Term Government Bond Index Fund | 131,055 |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund | 5,003,879 |
| Barclays Global Investors, Money Market Fund For EBT | 7 |
| Monumental Life Ins. Co. Wrap contract | 120,153 |
| Monumental Life Ins. Co. Constant Duration Synthetic Contract MDA00413TR | 24,895,256 |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund | 1,640,306 |
| Barclays Global Investors, Asset-Backed Sec Index Fund | 7,418,991 |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund | 2,534,814 |
| Barclays Global Investors, Int Term Credit Bond Index Fund | 6,301,410 |
| Barclays Global Investors, Int Term Government Bond Index Fund | 2,040,904 |
| Barclays Global Investors, Long Term Government Bond Index Fund | 131,145 |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund | 5,079,249 |
| Rabobank Wrap contract | 174,945 |
| Rabobank Constant Duration Synthetic Contract ATI060301 | 25,321,764 |
| Barclays Global Investors, 1-3 Year Government Bond Index Fund | 870,126 |
| Barclays Global Investors, Asset-Backed Sec Index Fund | 3,935,587 |
| Barclays Global Investors, Comm Mortgage-Backed Sec Fund | 1,344,540 |
| Barclays Global Investors, Int Term Credit Bond Index Fund | 3,342,778 |
| Barclays Global Investors, Int Term Government Bond Index Fund | 1,082,440 |
| Barclays Global Investors, Long Term Government Bond Index Fund | 70,568 |
| Barclays Global Investors, Mortgage-Backed Sec Index Fund | 2,695,301 |
| Barclays Global Investors, Money Market Fund For EBT | 4 |
| State Street Bank Wrap contract | 63,343 |

| | |
|---|---------------|
| State Street Bank Constant Duration Synthetic Contract 107073 | 13,404,687 |
| Total Constant Duration Synthetic Contracts | \$ 63,621,707 |

* 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 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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