

ALLEGHENY TECHNOLOGIES INC

Form 11-K

June 30, 2008

Table of Contents

**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

401(K) SAVINGS ACCOUNT PLAN FOR EMPLOYEES
OF THE WASHINGTON PLATE PLANT

(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)

Table of Contents

Audited Financial Statements and Supplemental Schedule
401(k) Savings Account Plan for Employees of the Washington Plate Plant
Years Ended December 31, 2007 and 2006
With Report of Independent Registered Public Accounting Firm

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
Audited Financial Statements
and Supplemental Schedule
Years Ended December 31, 2007 and 2006
Contents

<u>Report of Independent Registered Public Accounting Firm</u>	1
Audited Financial Statements	
<u>Statements of Net Assets Available for Benefits</u>	2
<u>Statements of Changes in Net Assets Available for Benefits</u>	3
<u>Notes to Financial Statements</u>	4
Supplemental Schedule	
<u>Schedule H, Line 4i Schedule of Assets (Held at End of Year)</u>	11
<u>Exhibit 23.1</u>	

Table of Contents

Report of Independent Registered Public Accounting Firm

Allegheny Technologies Incorporated

We have audited the accompanying statements of net assets available for benefits of the 401(k) Savings Account Plan for Employees of the Washington Plate Plant 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

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
Statements of Net Assets Available for Benefits

	December 31	
	2007	2006
Investments at fair value:		
Interest in synthetic investment contracts	\$3,107,324	\$
Interest in registered investment companies	2,144,288	2,165,629
Interest in common collective trusts	1,874,446	1,860
Corporate common stock	469,725	521,410
Interest-bearing cash	163,404	
Participant loans	132,089	152,106
Interest in Allegheny Master Trust		4,253,490
 Total investments at fair value	 7,891,276	 7,094,495
 Other payables, net		 (2,881)
 Net assets available for benefits at fair value	 7,891,276	 7,091,614
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	11,123	43,801
 Net assets available for benefits	 \$7,902,399	 \$7,135,415

See accompanying notes.

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31	
	2007	2006
Contributions:		
Employer	\$ 283,866	\$ 267,235
Employee	1,062,509	931,737
Total contributions	1,346,375	1,198,972
Investment income:		
Net gain from interest in Allegheny Master Trust	175,442	209,542
Net gain from interest in registered investment companies	101,251	201,950
Interest income	33,790	8,707
Net gain from interest in common collective trusts	8,169	162
Net realized/unrealized gain (loss) on corporate common stock	(5,072)	297,919
Dividend income	1,515	2,715
Other income	28,469	
Total investment income	343,564	720,995
	1,689,939	1,919,967
Distributions to participants	(922,955)	(360,079)
Net increase in net assets available for benefits	766,984	1,559,888
Net assets available for benefits at beginning of year	7,135,415	5,575,527
Net assets available for benefits at end of year	\$7,902,399	\$7,135,415

See accompanying notes.

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
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

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
Notes to Financial Statements (continued)

1. Significant Accounting Policies (continued)

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 unitized 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 401(k) Savings Account Plan for Employees of the Washington Plate Plant (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 encourage thrift and to assist represented employees of the Washington Plate facility of Allegheny Ludlum Corporation (the Company) in accumulating a fund to supplement retirement income by allowing eligible employees to make tax-deferred contributions to the Plan. Allegheny Ludlum Corporation 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. In addition, the employee's annual pretax profit sharing award and pretax Longevity Incentive Payment Plan award may be contributed at the employee's discretion. The Company contributes \$0.50 for each hour worked per eligible represented employee. Unless otherwise specified by the participant, employer contributions are made to the Standish Mellon Fixed Income Fund. Such contributions are made only from current income or accumulated earnings of the Company. The Plan allows participants to direct their contributions, and contributions made on their behalf, to any of the investment alternatives.

Separate accounts are maintained by the Plan Sponsor for each participating employee. Trustee fees and asset management fees charged by the Plan's trustees, 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.

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
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 \$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

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 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	1.53%
Standish Mellon Fixed Income Fund	1.32
T. Rowe Price Structured Research Common Trust Fund	0.90

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
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 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).

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
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:

	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
State Street Global Asset S&P 500 Index Fund	\$746,524	\$
Barclays Global Investors Asset-Backed Securities Index Fund**	564,645	
Alliance Bernstein Small Mid Cap Value Fund	506,139	
American Funds Growth Fund of America	501,712	
MSIF Small Company Growth Fund	501,304	
Barclays Global Investors Intermediate Term Credit Bond Index Fund**	479,591	
Allegheny Technologies Incorporated common stock	469,725	521,410
Standish Mellon Fixed Income Fund*		3,121,159
T. Rowe Price Structured Research Common Trust Fund*		649,644
Oakmark Balanced Fund		561,367
Alliance Capital Growth Pool*		526,488
Dreyfus Emerging Leaders Fund		502,524

* *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	\$766,082	\$
Monumental Life Ins. Co. Constant Duration SIC	753,179	
Union Bank of Switzerland Fixed Maturity SIC	524,147	
State Street Bank Constant Duration SIC	405,544	

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
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 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

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.

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
Notes to Financial Statements (continued)

4. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated July 12, 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 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.

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
EIN: 25-1792394 Plan Number: 020
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	\$ 506,139
American Funds Europacific Growth Fund	246,061
American Funds Growth Fund of America	501,712
MFS Value Fund	125,987
Lord, Abbott Mid Cap Value Fund	150,285
MSIF Small Company Growth Fund	501,304
Western Asset Core Plus Bond Fund	112,800
 Total registered investment companies	 \$ 2,144,288
 Corporate Common Stock	
Allegheny Technologies Incorporated*	\$ 469,725
 Interest-Bearing Cash	
Mellon Stable Value Fund	\$ 107,536
Natixis Financial	55,868
	\$ 163,404
 Common Collective Trusts	
Mellon Stable Value Fund	\$ 64,738
SEI Fund	28,873
State Street Global Advisors Target Retirement Income Fund	30,053
State Street Global Advisors Target Retirement Income Fund 2010	144,947
State Street Global Advisors Target Retirement Income Fund 2015	179,861
State Street Global Advisors Target Retirement Income Fund 2020	245,023
State Street Global Advisors Target Retirement Income Fund 2025	283,126
State Street Global Advisors Target Retirement Income Fund 2030	88,206
State Street Global Advisors Target Retirement Income Fund 2035	57,260
State Street Global Advisors Target Retirement Income Fund 2040	4,562
State Street Global Advisors Target Retirement Income Fund 2045	1,273
State Street Global Advisors S&P 500 Index Fund	746,524
	\$ 1,874,446

Fixed Maturity Synthetic Contracts:		
Credit Cards, CCIT 03-A6 A6	\$	27,655
Rate Redu Bonds, COMED 98-1 A7		9,293
		11

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
EIN: 25-1792394 Plan Number: 020
Schedule H, Line 4i Schedule of Assets
(Held at End of Year)
December 31, 2007

Description	Current Value
Fannie Mae, FNR 2002-74 LC	12,718
Freddie Mac, FHR 2627 BU	46,896
Freddie Mac, FHR 2640 TL	27,555
Freddie Mac, FHR 2715 ND	30,075
Freddie Mac, FHR 2760 EB	27,799
Freddie Mac, FHR 2786 PC	13,948
Freddie Mac, FHR 2865 PQ	41,268
Freddie Mac, FHR 2866 XD	41,267
Freddie Mac, FHR 2870 BD	27,863
Freddie Mac, FHR 2888 OW	19,567
GNMA Project Loans, GNR 06-51 A	32,667
Rate Redu Bonds, PSNH 01-1 A2	5,807
Bank of America, N.A. Wrap contract	(436)
 Bank of America, N.A. Fixed Maturity Synthetic Contract 03-040	 363,942
 Rate Redu Bonds, DESF 01-1 A3	 5,350
Freddie Mac, FHR 2539 PR	5,335
Rabobank Wrap contract	(3)
 Rabobank Fixed Maturity Synthetic Contract ATI020101	 10,682
 Auto, BASAT 06-G1 A4	 42,025
CMBS, CD 05-CD1 A2 FX	13,985
Rate Redu Bonds, CNP 05-1 A2	42,335
Freddie Mac, FHR 2631 LB	26,324
Freddie Mac, FHR 2681 PC	41,931
Freddie Mac, FHR 2778 KR	13,821
Freddie Mac, FHR 2981 NB	32,044
CMBS, MLMT 05-CIP1 A2	55,592
CMBS, MLMT 05-CKI1 A2	28,008
State Street Bank Wrap contract	(1,194)
 State Street Bank Fixed Maturity Synthetic Contract 105028	 294,871
 CMBS, BSCMS 05-T18 A2	 20,707
CMBS, BSCMS 99-WF2 A2	34,032
CMBS, BSCMS 03-T12 A2	25,342
CMBS, CASC 98-D7 A1B	33,542

Edgar Filing: ALLEGHENY TECHNOLOGIES INC - Form 11-K

Credit Cards, COMET 03-A4 A4	41,432
Credit Cards, CCCIT, 03-A3 A3	34,904
	12

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
EIN: 25-1792394 Plan Number: 020
Schedule H, Line 4i Schedule of Assets
(Held at End of Year)
December 31, 2007

Description	Current Value
CMBS, DLJCM 98-CF2 A1B	25,093
Freddie Mac, FHR 2663 ML	48,836
Freddie Mac, FHR 2763 PC	36,657
Freddie Mac, FHR 2921 NV	20,672
Freddie Mac, FHR 2934 OC	28,082
CMBS, HFCMC 99-PH1 A2	23,633
CMBS, JPMCC 05-LDP2 A2	27,545
Credit Cards, MBNAS 03-A1 A1	34,680
CMBS, MSC 99-CAM1 A4	9,906
Auto, NALT 06-A A4	56,121
Auto, VWALT 06-A A4	21,051
Union Bank of Switzerland Wrap contract	1,912
Union Bank of Switzerland Fixed Maturity Synthetic Contract 2970	524,147
Total Fixed Maturity Synthetic Contracts	\$ 1,193,642
Constant Duration Synthetic Contracts:	
Barclays Global Investors, 1-3 Year Government Bond Index Fund	\$ 48,889
Barclays Global Investors, Asset-Backed Sec Index Fund	221,124
Barclays Global Investors, Comm Mortgage-Backed Sec Fund	75,544
Barclays Global Investors, Int Term Credit Bond Index Fund	187,817
Barclays Global Investors, Int Term Government Bond Index Fund	60,818
Barclays Global Investors, Long Term Government Bond Index Fund	3,965
Barclays Global Investors, Mortgage-Backed Sec Index Fund	151,387
Monumental Life Ins. Co. Wrap contract	3,635
Monumental Life Ins. Co. Constant Duration Synthetic Contract MDA00413TR	753,179
Barclays Global Investors, 1-3 Year Government Bond Index Fund	49,626
Barclays Global Investors, Asset-Backed Sec Index Fund	224,454
Barclays Global Investors, Comm Mortgage-Backed Sec Fund	76,688
Barclays Global Investors, Int Term Credit Bond Index Fund	190,642
Barclays Global Investors, Int Term Government Bond Index Fund	61,745
Barclays Global Investors, Long Term Government Bond Index Fund	3,968
Barclays Global Investors, Mortgage-Backed Sec Index Fund	153,667
Rabobank Wrap contract	5,292
Rabobank Constant Duration Synthetic Contract ATI060301	766,082

Barclays Global Investors, 1-3 Year Government Bond Index Fund	26,325
Barclays Global Investors, Asset-Backed Sec Index Fund	119,067
	13

Table of Contents

401(k) Savings Account Plan for Employees
of the Washington Plate Plant
EIN: 25-1792394 Plan Number: 020
Schedule H, Line 4i Schedule of Assets
(Held at End of Year)
December 31, 2007

Description	Current Value
Barclays Global Investors, Comm Mortgage-Backed Sec Fund	40,678
Barclays Global Investors, Int Term Credit Bond Index Fund	101,132
Barclays Global Investors, Int Term Government Bond Index Fund	32,748
Barclays Global Investors, Long Term Government Bond Index Fund	2,135
Barclays Global Investors, Mortgage-Backed Sec Index Fund	81,542
State Street Bank Wrap contract	1,917
State Street Bank Constant Duration Synthetic Contract 107073	405,544
Total Constant Duration Synthetic Contracts	\$ 1,924,805
Participant loans* (8.50% to 9.25%, with maturities through 2011)	\$ 132,089

* Party-in-interest

Table of Contents

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
401(K) SAVINGS ACCOUNT FOR EMPLOYEES
OF THE WASHINGTON PLATE PLANT**

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)

15