

ALLEGHENY TECHNOLOGIES INC

Form 11-K

June 27, 2006

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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

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2005

- **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, 2005 and 2004
With Report of Independent Registered Public Accounting Firm

Allegheny Technologies Retirement Savings Plan
Audited Financial Statements
and Supplemental Schedule
Years Ended December 31, 2005 and 2004
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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, 2005 and 2004, 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, 2005 and 2004, 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, 2005, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

June 23, 2006

Pittsburgh, Pennsylvania

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Statements of Net Assets Available for Benefits

| | December 31 | |
|---|--------------------------|-------------------|
| | 2005 | 2004 |
| Investments: | | |
| Interest in Allegheny Master Trust | \$149,610,476 | \$150,958,227 |
| Interest in registered investment companies | 90,006,536 | 72,353,735 |
| Corporate common stocks | 18,616,407 | 14,558,530 |
| Participant loans | 2,704,914 | 2,841,346 |
| Interest in common collective trusts | 210,363 | |
| Interest bearing cash | 11,193 | 77,489 |
| Total investments | 261,159,889 | 240,789,327 |
| Employer contribution receivable | 330,358 | 9,300 |
| Employee contributions receivable | 211,767 | 17,290 |
| Other payables, net | (7,481) | (1,862) |
| Net assets available for benefits | \$261,694,533 | \$240,814,055 |

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 | |
|---|--------------------------------|---------------|
| | 2005 | 2004 |
| Contributions: | | |
| Employer | \$ 7,204,742 | \$ 6,392,805 |
| Employee | 6,723,272 | 5,009,391 |
| Total contributions | 13,928,014 | 11,402,196 |
| Investment income: | | |
| Net gain from interest in Allegheny Master Trust | 8,489,872 | 10,116,374 |
| Net gain from interest in registered investment companies | 7,263,606 | 8,171,954 |
| Net realized/unrealized gain on corporate common stocks | 9,188,964 | 6,505,273 |
| Dividend income | 167,817 | 173,971 |
| Interest income | 148,218 | 143,140 |
| Net gain from interest in common collective trusts | 2,667 | 742 |
| Other (expense) income | (79,478) | 44,000 |
| Total investment income | 25,181,666 | 25,155,454 |
| | 39,109,680 | 36,557,650 |
| Distributions to participants | (18,219,878) | (23,969,348) |
| Administrative expenses and other, net | (9,324) | (5,141) |
| | (18,229,202) | (23,974,489) |
| Net increase in net assets available for benefits | 20,880,478 | 12,583,161 |
| Net assets available for benefits at beginning of year | 240,814,055 | 228,230,894 |
| Net assets available for benefits at end of year | \$261,694,533 | \$240,814,055 |

See accompanying notes.

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Allegheny Technologies Retirement Savings Plan
Notes to Financial Statements
December 31, 2005

1. Significant Accounting Policies

Investments are valued as follows:

Bank and insurance investment contracts are included in the financial statements at contract value, (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses), because they are fully benefit responsive. 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 Fixed Income Fund until maturity, certain investment contracts provide for adjustments to contract value for withdrawals made prior to maturity.

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

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The financial statements are prepared under the accrual basis of accounting.

2. Description of the Plan

The 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

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

2. Description of the Plan (continued)

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 Standish Fixed Income Fund.

Separate accounts are maintained by the Plan Sponsor for each participating employee. Trustee fees and asset management fees charged by the Plan's trustee, Mellon Bank, N.A., for the administration of all funds are charged against net assets available for benefits of the respective fund. Certain other expenses of administering the Plan are paid by the Plan Sponsor.

Participants may make in-service and hardship withdrawals as outlined in the plan document.

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.

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

3. Investments

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

| | December 31 | |
|---|----------------------|---------------|
| | 2005 | 2004 |
| Standish Fixed Income Fund | \$102,819,541 | \$100,151,127 |
| Alliance Capital Growth Pool | 27,326,945 | 26,634,265 |
| Oakmark Balanced Fund | 22,283,555 | 19,881,038 |
| T. Rowe Price Structured Research Common Trust Fund | 19,463,990 | 24,172,835 |
| Allegheny Technologies Incorporated common stock | 18,616,407 | 14,558,530 |
| Dreyfus Emerging Leaders Fund | 16,308,754 | 16,975,167 |

Certain of the Plan's investments are in the Allegheny Master Trust, which has three separately managed institutional investment accounts; the T. Rowe Price Structured Research Common Trust Fund (formerly the ATI Disciplined Stock Fund), the Alliance Capital Growth Pool, and the Standish Fixed Income Fund, which were valued on a unitized basis (collectively, the Allegheny Master Trust). In May, 2005, Dreyfus was terminated as the manager of the ATI Disciplined Stock Fund and T. Rowe Price Associates, Inc. (T. Rowe Price) was appointed. At that time all holdings in the institutional investment account managed by Dreyfus were moved to the institutional investment account managed by T. Rowe Price. T. Rowe Price administered the transition of the holdings by transferring securities in kind to the T. Rowe Price Structured Research Common Trust Fund. Trust investments formerly in the ATI Disciplined Stock Fund are reported as T. Rowe Price Structured Research Common Trust Fund investments for all periods presented.

The Allegheny Master Trust was established for the investment of assets of the Plan, and several other ATI sponsored retirement plans. Each participating retirement plan has an undivided interest in the Allegheny Master Trust. At December 31, 2005 and 2004, the Plan's interest in the net assets of the Alliance Capital Growth Pool, the Standish Fixed Income Fund, and the T. Rowe Price Structured Research Common Trust Fund was as follows:

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Notes to Financial Statements (continued)**3. Investments (continued)**

| | 2005 | 2004 |
|---|---------------|-------------|
| Alliance Capital Growth Pool | 68.72% | 69.86% |
| Standish Fixed Income Fund | 48.33 | 50.36 |
| T. Rowe Price Structured Research Common Trust Fund | 29.37 | 32.66 |

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

The composition of the net assets of the Standish Fixed Income Fund at December 31, 2005 and 2004, was as follows:

| | 2005 | 2004 |
|--|----------------------|---------------|
| Guaranteed investment contracts: | | |
| Canada Life | \$ | \$ 1,371,538 |
| GE Life and Annuity | 5,423,371 | 8,735,242 |
| Hartford Life Insurance Company | 3,957,897 | 8,250,446 |
| John Hancock Life Insurance Company | 3,007,848 | 4,670,166 |
| Monumental Life Insurance Company | 1,017,237 | 1,017,190 |
| New York Life Insurance Company | 4,678,585 | 6,769,166 |
| Ohio National Life | 1,994,712 | 2,687,551 |
| Pacific Mutual Life Insurance Company | | 5,061,507 |
| Principal Life | 1,302,255 | 1,243,795 |
| Pruco Pace Credit Enhanced | 3,699,594 | 7,132,148 |
| Security Life of Denver | 1,511,089 | 5,972,064 |
| United of Omaha | 1,415,656 | 2,929,738 |
| | 28,008,244 | 55,840,551 |
| Synthetic guaranteed investment contracts: | | |
| State Street Bank | 15,346,138 | |
| MDA Monumental BGI Wrap | 44,677,978 | 36,520,489 |
| Bank of America | 33,678,591 | 33,366,628 |
| Rabobank | 41,850,313 | 37,879,291 |
| Union Bank of Switzerland | 36,377,616 | 25,166,696 |
| | 171,930,636 | 132,933,104 |
| Interest in common collective trusts | 12,085,541 | 9,386,961 |
| Other | 746,684 | 670,702 |
| Total net assets | \$212,771,105 | \$198,831,318 |

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

3. Investments (continued)

The Standish Fixed Income Fund (the Fund) invests in guaranteed investment contracts (GICs) and actively managed structured or synthetic investment contracts (SICs). The GICs are promises by a bank or insurance company to repay principal plus a fixed rate of return through contract maturity. SICs differ from GICs in that there are specific assets supporting the SICs, and these assets are owned by the Allegheny Master Trust. The bank or insurance company issues a wrapper contract that allows participant-directed transactions to be made at contract value. The assets supporting the SICs are comprised of government agency bonds, corporate bonds, asset-backed securities (ABOs), and collateralized mortgage obligations (CMOs) with fair values of \$169,324,880 and \$134,332,201 at December 31, 2005 and 2004, respectively.

Interest crediting rates on the GICs in the Fund are determined at the time of purchase. Interest crediting rates on the SICs are either: (1) set at the time of purchase for a fixed term and crediting rate, (2) set at the time of purchase for a fixed term and variable crediting rate, or (3) set at the time of purchase and reset monthly within a constant duration. A constant duration contract may specify a duration of 2.5 years and the crediting rate is adjusted monthly based upon quarterly rebalancing of eligible 2.5 year duration investment instruments at the time of each resetting; in effect the contract never matures. At December 31, 2005 and 2004, the interest crediting rates for GICs and Fixed Maturity SICs ranged from 4.15% to 7.08% and 3.87% to 8.05%, respectively.

For the years ended December 31, 2005 and 2004, the average annual yield for the investment contracts in the Fund was 4.59% and 4.89%, respectively. Fair value of the GICs was estimated by discounting the weighted average of the Fund's cash flows at the then-current, interest-crediting rate for a comparable maturity investment contract. Fair value for the SICs was estimated based on the fair value of each contract's supporting assets at December 31, 2005 and 2004. The composition of net assets of the Alliance Capital Growth Pool at December 31, 2005 and 2004, was as follows:

| | 2005 | 2004 |
|---|-------------------------|------------------|
| Investment in pooled separate accounts: | | |
| Alliance Equity Fund S.A. #4 | \$39,779,750 | \$38,135,320 |
| Operating payables | (11,734) | (11,230) |
| Total net assets | \$39,768,016 | \$38,124,090 |

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

3. Investments (continued)

The composition of net assets of the T. Rowe Price Structured Research Common Trust Fund at December 31, 2005 and 2004 was as follows:

| | 2005 | 2004 |
|--|---------------------|--------------|
| Investment in common collective trusts | \$66,391,950 | \$ 71,478 |
| Corporate common stocks | | 72,955,300 |
| Receivables | | 1,085,015 |
| Payables | (126,421) | (97,126) |
| Total net assets | \$66,265,529 | \$74,014,667 |

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

| | Standish Fixed Income Fund | | Alliance Capital Growth Pool | | T. Rowe Price Structured Research Common Trust Fund | |
|--|----------------------------|--------------|------------------------------|-------------|--|-------------|
| | | | Years Ended December 31 | | | |
| | 2005 | 2004 | 2005 | 2004 | 2005 | 2004 |
| Investment income (loss): | | | | | | |
| Interest income | \$ 9,077,315 | \$ 9,236,594 | \$ | \$ | \$ | \$ |
| Net realized/unrealized gain (loss) on corporate common stocks | (543) | (1,358) | (1) | | (1,585,846) | 4,352,382 |
| Dividends | | | | | 427,913 | 1,368,881 |
| Net loss, registered investment companies | (7,739) | | | | | |
| Net gain, pooled separate accounts | | | 4,438,949 | 5,432,718 | | |
| Net gain, common collective trusts | 443,616 | 122,717 | | | 4,781,495 | 8,488 |
| Administrative expenses | (254,334) | (240,688) | (129,310) | (128,988) | (461,975) | (551,752) |
| Transfers | 4,681,472 | (1,892,602) | (2,665,712) | (2,835,451) | (10,910,725) | (9,000,958) |
| Net increase (decrease) | 13,939,787 | 7,224,663 | 1,643,926 | 2,468,279 | (7,749,138) | (3,822,959) |
| Total net assets at beginning of year | 198,831,318 | 191,606,655 | 38,124,090 | 35,655,811 | 74,014,667 | 77,837,626 |

| | | | | | | |
|------------------------------------|----------------------|---------------|---------------------|--------------|----------------------|--------------|
| Total net assets at end of year | \$212,771,105 | \$198,831,318 | \$39,768,016 | \$38,124,090 | \$ 66,265,529 | \$74,014,667 |
|------------------------------------|----------------------|---------------|---------------------|--------------|----------------------|--------------|

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

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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. Parties-in-Interest

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

6. Plan Termination

Although it has not expressed any intent to do so, the 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.

7. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risk such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

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

8. 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 | |
|--|--------------------------|-------------------|
| | 2005 | 2004 |
| Net assets available for benefits per the financial statements | \$261,694,533 | \$240,814,055 |
| Deemed distribution of benefits to participants | (42,340) | (46,365) |
| Net assets available for benefits per the Form 5500 | \$261,652,193 | \$240,767,690 |

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2005:

| | |
|---|--------------------------|
| Benefits paid to participants per the financial statements | \$ 18,219,878 |
| Add: Amounts allocated on Form 5500 to deemed distributions for the year ended December 31, 2005 | 42,340 |
| Subtract: Amounts allocated on Form 5500 to deemed distributions for the year ended December 31, 2004 | (46,365) |
| Benefits paid to participants per the Form 5500 | \$ 18,215,853 |

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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, 2005

| Description | Units/Shares | Current Value |
|--|--------------|---------------|
| Registered Investment Companies | | |
| Artisan Midcap Funds | 120,945.9500 | \$ 3,739,649 |
| Dreyfus Appreciation Fund* | 24,660.9870 | 980,274 |
| Dreyfus Bond Market Index* | 274,442.2010 | 2,763,633 |
| Hartford Midcap Fund | 217,352.5130 | 6,244,538 |
| Lord, Abbett Midcap Funds | 272,207.9210 | 6,100,180 |
| Dreyfus Emerging Leaders Fd* | 393,836.1290 | 16,308,754 |
| MFS Value Fund | 141,610.9460 | 3,278,293 |
| Dreyfus Premier Intl Value Fd* | 447,583.2660 | 8,320,573 |
| Morgan Stanley Small Growth Fund | 331,893.924 | 4,274,794 |
| Allianz NFJ Small Cap Value Funds | 222,602.9440 | 6,437,677 |
| Oakmark Balanced Fund | 892,055.8320 | 22,283,555 |
| Prudential Invt Portfolios Inc Jennison Growth Fd | 145,705.4650 | 2,358,971 |
| | | 83,090,891 |
| Self-directed accounts | | |
| AIM Global Health Care Fund | 3,186.2780 | 96,002 |
| AIM Equity Fds Inc Blue Chip Fund | 1,225.8210 | 14,759 |
| AIM Invesco Energy Fund | 1,760.3520 | 71,488 |
| AIM Technology Fd | 98.7900 | 2,559 |
| Alliance Bernstein Technology Fd | 158.2940 | 8,524 |
| American Advantage Large Cap Value Fund | 753.2260 | 15,019 |
| American Centy Quantitive Eq Fds Growth Fund Inc | 1,789.8440 | 41,829 |
| American Century Cap Equity Income Fund | 8,756.3430 | 68,475 |
| America Centy Mut Fds Ultra Twentieth Centy Ultra Fd | 353.1060 | 10,625 |
| Ariel Growth Fd Calvert Ariel Appreciation Fd | 406.5400 | 18,993 |
| Blackrock Fds Mid Cap Value Eqty Portfolio | 3.7950 | 44 |
| CGM Tr Rlty Fund | 1,065.3090 | 28,966 |
| CGM Tr Focus Fund | 208.4900 | 6,966 |
| Dodge & Cox Stock Fund | 26.3400 | 3,614 |
| Dreyfus 100% US Treas MM Fd* | 222,552.0800 | 222,552 |
| Dreyfus Invt Grade Bd Fds Inter Term Fd* | 803.5440 | 10,084 |
| Dreyfus/Laurel Fds Inc Disciplined Stk Fd* | 226.7950 | 7,650 |
| Dreyfus/Laurel Fds Inc S&P 500 Stk Index Fd* | 9,418.5210 | 244,034 |
| Dreyfus Midcap Value Fd* | 248.4750 | 7,874 |
| Dreyfus Growth & Value Fds Premier Techn Growth Fd* | 682.4940 | 16,769 |
| Dreyfus Technology Growth Fd* | 3,495.1640 | 83,604 |
| Dreyfus Premier Emerging Mkts Fd* | 8,030.2870 | 173,615 |
| Dreyfus Premier Micro Cap Growth Fund* | 1,220.6510 | 27,587 |
| Eaton Vance Growth Tr Worldwide Health Sciences Fd | 1,401.0900 | 16,084 |

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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, 2005

| Description | Units/Shares | Current Value |
|---|--------------|---------------|
| Excelsior Funds Energy & Nat Res Fund | 639.4720 | 15,366 |
| FBR Family Funds Small Cap Value | 29.2330 | 1,230 |
| Federated Equity Kaufmann Fd | 32,023.6460 | 179,332 |
| Federated Equity Tech Fd | 1,402.2790 | 7,600 |
| Fidelity Invt Tr Japan Small Co Fd | 1,221.0420 | 20,538 |
| Fidelity Invt Tr Diversified Intl Fd | 245.4380 | 7,987 |
| Fidelity Invt Tr Latin Amer Fd | 518.1230 | 16,570 |
| Fidelity Commonwealth Small Cap Stk Fd | 1,958.2900 | 40,106 |
| Fidelity Finl Tr Equity Income II Fund | 1,179.2890 | 26,959 |
| Fidelity Mt Vernon Str Tr Growth Co Fd | 289.1680 | 18,400 |
| Fidelity Mt Vernon Str tr Growth Co Fd | 104.3900 | 1,858 |
| Fidelity Secs Fd Dividend Growth Fd | 1,476.4860 | 42,508 |
| Fidelity Select Portfolios Technology Portfolio | 996.7670 | 62,946 |
| Fidelity Select Portfolios Health Care Portfolio | 119.2230 | 16,225 |
| Fidelity Select Portfolios Nat Gas Portfolio | 389.6860 | 15,128 |
| Fidelity Select Portfolios Developing Commnts Portfolio | 682.7420 | 13,662 |
| Fidelity Select Portfolios Biotechnology Portfolio | 123.4440 | 7,740 |
| Fidelity Select Portfolios American Gold Portfolio | 830.8130 | 27,616 |
| Fidelity Select Portfolios Software & Computer Svcs Portfolio | 687.2980 | 36,076 |
| Fidelity Select Portfolios Brokerage & Inv Mgmt Portfolio | 789.8820 | 54,462 |
| Fidelity Select Portfolios Ele Portfolio | 3,276.6590 | 143,288 |
| Fidelity Select Portfolios Computers Portfolio | 3,197.3390 | 115,360 |
| First Eagle Overseas Fund | 2,471.9880 | 56,955 |
| Firsthand Fds Technology Value Fd | 238.0860 | 7,885 |
| Franklin Invs Secs Conv Secs Fd | 158.9880 | 2,568 |
| Gabelli Gold Fund | 744.3280 | 15,482 |
| Gabelli Intl Growth Fd | 1,722.7510 | 35,540 |
| Gabelli Global Growth Fd AAA | 240.5950 | 4,915 |
| Gabelli Global Ser Fds Conv Secs Fd | 786.1850 | 4,890 |
| Gabelli Growth Fd Sh Ben Int | 1,625.2920 | 46,825 |
| Growth Fd Amer Inc | 278.2970 | 8,335 |
| Harbor Fd Bd Fd | 660.1970 | 7,671 |
| Harding Loevner Fds Emerging Markets Portfolio | 455.9210 | 15,861 |
| Icon Fds Energy Fund | 481.8330 | 15,395 |
| ING Mut Fds Russia Fund | 1,054.8980 | 41,384 |
| Investment Co Amer Class B | 443.2470 | 13,847 |
| Janus Invt Fd Sh Ben Int | 1,979.9460 | 50,548 |
| Janus Invt Fd Growth & Income Fd | 3,266.7280 | 117,635 |
| Janus Invt Fd Worldwide Fd | 1,607.3100 | 69,661 |
| Janus Invt Fd Twenty Fd | 1,068.0730 | 52,250 |
| Janus Invt Fd Mid Cap Value Fd | 1,103.8130 | 24,637 |

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| | | |
|-------------------------------|------------|--------|
| Janus Invt Fd Global Value Fd | 1,523.5290 | 22,411 |
| Janus Invt Fd Orion Fd | 1,881.7340 | 15,675 |
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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, 2005

| Description | Units/Shares | Current Value |
|---|--------------|---------------|
| Janus Invt Fd Contrarian Fund | 10,082.5890 | 152,650 |
| Janus Invt Fd Global Tech Fd | 3,219.7150 | 38,315 |
| Janus Invt Fd Global Life Sciences Fd | 1,489.7850 | 29,870 |
| Janus Invt Fd Olympus Fd | 6,019.6490 | 196,782 |
| Janus Invt Fd Enterprise Fd | 2,498.3260 | 104,705 |
| Janus Invt Fd Mercury Fd | 5,610.8300 | 128,937 |
| Jennison Sector Fds Health Sciences Fd | 833.6950 | 17,308 |
| Lazard Fds Emerging Mkts Portfolio Retail | 371.0980 | 6,676 |
| Loomis Sayles Funds 1 Bond Fund Retail | 1,694.2080 | 22,923 |
| Lord Abbett Mid Cap Value Fd, Class B | 322.7520 | 6,988 |
| MFS Mid Cap Growth A | 1,790.3260 | 16,435 |
| Marsico Invt Fd Growth & Income Fd | 1,136.3640 | 21,420 |
| Masters Select Fds Intl Fd | 1,155.9040 | 20,205 |
| Matthews Intl Fds Dragon Centy China Fd | 362.1450 | 5,345 |
| Matthews Inc Fds Korea Fd | 2,339.2140 | 14,901 |
| Meridian Fd | 216.1990 | 7,906 |
| New Perspective Fd | 613.3540 | 17,560 |
| Oberwies Fds Micro-Cap Portfolio | 892.9610 | 15,457 |
| PBHG Fds Emerging Growth Fund | 3.4510 | 50 |
| PBGH Fds Technology & Communications Fd | 935.1580 | 11,689 |
| Pimco Fds Pac Invt Mgmt Ser Total Return Fd | 181,375.9940 | 1,904,448 |
| Park Ave Portfolio Guardian Fd | 1,472.7650 | 47,511 |
| Price T Rowe Health Sciences Fd* | 523.0070 | 13,112 |
| Profounds Short Small Cap Inv | 2,497.3990 | 47,575 |
| Profounds Short Real Estate Profound Investor | 499.8330 | 15,005 |
| Profounds Ultra Japan Profound Invs | 242.2540 | 15,659 |
| RS Invt Tr Emerging Growth Fd | 2,795.5960 | 91,081 |
| RS Invt Tr Global Natural Rfs Fd | 2,887.6790 | 94,283 |
| Rowe T Price Appreciation Fd Sh Ben Int* | 3,945.4150 | 79,145 |
| Rowe T Price Mid Cap Growth Fd* | 366.8130 | 19,859 |
| Rowe Price New Era Fd* | 235.3680 | 9,633 |
| Rowe T Price Science & Tech Fd Inc Cap Stk* | 3,170.6670 | 62,050 |
| Rowe T Price Small-Cap Value Fd Inc Cap Stk* | 829.5670 | 30,619 |
| Rowe T Price Real Estate Fd* | 667.3560 | 13,007 |
| Royce Fd Opporunity Fd | 107.0760 | 1,316 |
| Royce Spl Equity Fund | 693.9340 | 12,977 |
| Royce Fd Pennsylvania Mutual Fd | 713.6090 | 7,693 |
| Ryder Ser Tr Dynamic Velocity 100 Fd | 581.2700 | 12,736 |
| Rydex Ser Tr Arktos Fd | 1,647.3680 | 36,802 |
| Scudder Invt Morgan Grenfell Invt Tr High Inc Plus Fd | 2,028.7960 | 15,419 |
| Scudder Technology Fd Sh Ben Int | 2,214.1820 | 25,840 |

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| | | |
|---|----------|--------|
| Selected Amern Shs | 605.0850 | 24,349 |
| Stratton Growth Fund | 657.3210 | 29,152 |
| Thrd Ave Tr Formerly Third Ave to 3/17/97 Real Estate Val | 408.2810 | 11,987 |
| US Global Accolade Fds Regent Eastern European Fd | 326.9410 | 12,914 |

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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, 2005

| Description | Units/Shares | Current Value |
|--|--------------|---------------|
| US Global Investors Global Resources Fund | 1,103.2880 | 15,766 |
| Vanguard Equity Income Fd | 604.0300 | 13,766 |
| Vanguard Fenway Fds Primecap Core Fd | 2,111.4790 | 24,092 |
| Vanguard Wellington Fd | 1,955.6630 | 59,354 |
| Vanguard Windsor Fd II | 2,894.1210 | 90,673 |
| Vanguard Horizon Fds Strategic Equity Fd | 735.3750 | 16,127 |
| Vanguard Index Tr 500 Portfolio | 701.1090 | 80,571 |
| Vanguard Index Tr Value Portfolio | 1,813.3160 | 40,419 |
| Vanguard Index Tr Growth Portfolio | 218.8380 | 6,027 |
| Vanguard Index Tr Small Capitalization Stk Fd | 1,201.0450 | 34,254 |
| Vanguard Index Tr Mid Capitalization Stk Port Inv Sh | 1,738.5990 | 30,652 |
| Vanguard Specialized Portfolio Energy Portfolio | 1,194.4370 | 66,948 |
| Vanguard Specialized Portfolio Gold & Precious | 610.5690 | 14,165 |
| Vanguard Specialized Portfolio Health Care | 226.1760 | 31,540 |
| Wasatch Fds Inc Heritage Growth Fund | 1,012.6500 | 11,483 |
| Washington Mut Invs Fd Inc Cl B | 443.3320 | 13,601 |
| Wells Fargo Fds Tr Advantage Discovery Fd | 3,183.0040 | 65,156 |
| Wells Fargo Fds Advantage Growth Fd | 533.0470 | 11,242 |
| Wells Fargo Fds Tr Advantage Dividend Income Fd | 7,454.9350 | 120,472 |
| | | 6,915,645 |
| Total registered investment companies | | \$ 90,006,536 |
| Corporate Common Stocks | | |
| Allegheny Technologies Incorporated* | 515,975.8130 | \$ 18,616,407 |
| Participant loans* (5.0% to 10.5%, with maturities through 2019) | | \$ 2,704,914 |
| Common Collective Trusts | | |
| Dreyfus-Short Term Investment Fund* | 210,363.2600 | \$ 210,363 |
| Interest bearing cash | | \$ 11,193 |

* 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 26, 2006

By: /s/ Richard J. Harshman

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