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ALLEGHENY TECHNOLOGIES INC

Form 11-K

June 27, 2003

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, 2002

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

TDY Industries, Inc. Profit Sharing Plan
for Certain Employees of Metalworking Products

(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 of principal executive office of Issuer)

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

TDY Industries, Inc. Profit Sharing Plan for Certain Employees of Metalworking
Products

Year ended December 31, 2002

Financial Statements
And Supplemental Schedule

TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

Year ended December 31, 2002

(Unaudited)

TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

Financial Statements
and Supplemental Schedule

Year ended December 31, 2002

(Unaudited)

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EXHIBITS

99 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

TDY Industries, Inc. Profit Sharing Plan for
 Certain Employees of Metalworking Products
 Statements of Net Assets Available for Benefits
 (Unaudited)

| | DECEMBER |
|--|-------------|
| | 2002 |
| | ----- |
| Investments: | |
| Interest in Allegheny Technologies Incorporated Savings Plan Trust | \$1,197,399 |
| Interest in registered investment companies | 584,977 |
| Interest in common collective trusts | 320,045 |
| Participant loans | 248,161 |
| Corporate common stocks | 2,611 |
| | ----- |
| Net assets available for benefits | \$2,353,193 |
| | ===== |

See accompanying notes.

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TDY Industries, Inc. Profit Sharing Plan for
 Certain Employees of Metalworking Products
 Statement of Changes in Net Assets Available for Benefits
 (Unaudited)
 Year ended December 31, 2002

Contributions:
 Employer
 Employee

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Investment income (loss):

Net loss from interest in registered investment companies
Net loss from interest in Allegheny Technologies Incorporated Savings Plan Trust

Net loss from interest in common collective trusts
Interest income
Net unrealized/realized loss on corporate common stocks
Dividend income

Total investment loss

Distributions to participants

Net increase in net assets available for benefits
Net assets available for benefits at beginning of year

Net assets available for benefits at end of year

See accompanying notes.

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TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

Notes to Financial Statements

December 31, 2002

1. SIGNIFICANT ACCOUNTING POLICIES

Investments are valued as follows:

Bank and insurance contracts with varying contract rates and maturity dates are stated at contract value.

Although it is management's intention to hold the investment contracts in the Fixed Income Fund until maturity, certain investment contracts provide for adjustments to contract value for withdrawals made prior to maturity.

All other funds 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 accounting principles generally accepted in the United States requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

2. DESCRIPTION OF THE PLAN

The TDY Industries, Inc. Profit Sharing Plan for Certain Employees of Metalworking Products (the Plan) is a defined contribution plan and is subject

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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. Allegheny Technologies Incorporated (ATI), the Plan Sponsor, will match 100% up to the first 3% of employee contributions and 50% of the next 2% of employee contributions. In addition, profit sharing contributions can be made to participant accounts at the Company's discretion. These contributions follow an age-weighted formula, based on the following schedule:

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TDY Industries, Inc. Profit Sharing Plan for Certain Employees of Metalworking Products

Notes to Financial Statements (continued)

| CURRENT AGE | COMPANY CONTRIBUTION |
|------------------|----------------------|
| Less than age 35 | 2.0% |
| 35 - 39 | 2.5% |
| 40 - 44 | 3.0% |
| 45 - 49 | 3.5% |
| 50 - 54 | 4.0% |
| 55 - 59 | 4.5% |
| Age 60 or above | 5.0% |

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.

2. DESCRIPTION OF THE PLAN (CONTINUED)

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 12 to 60 months, and primary residence loans are repaid over 12 months 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. Copies of these documents are available from the Plan Sponsor.

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TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

Notes to Financial Statements (continued)

3. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets as of December 31, 2002 and 2001.

| | DECEMBER 2002 |
|---|----------------------|
| | ----- (Unaudited) |
| Fixed Income Master Trust | \$911,412 |
| Dreyfus Emerging Leaders Fund | 453,205 |
| Alliance Capital Fund | 236,030 |
| Dreyfus LifeStyle Growth Fund | 138,909 |
| Dreyfus LifeStyle Growth & Income Fund | 110,412 |
| Morgan Stanley Institutional Fund - Mid Cap Growth Portfolio* | - |
| Dreyfus Growth & Value International Fund* | - |

* Shown for comparative purposes only.

Certain of the Plan's investments are in the Allegheny Technologies Incorporated Savings Plan Trust, which has three subsidiary Master Trusts; the Allegheny Technologies Disciplined Stock Fund Master Trust, the Alliance Equity Master Trust and the Fixed Income Master Trust, which are institutional separate accounts valued on a unitized trust basis (collectively, the "Master Trust"). The 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 Master Trust. At December 31, 2002 and 2001, the Plan's interest in the net assets of the Allegheny Technologies Disciplined Stock Fund Master Trust, the Alliance Equity Master Trust and the Fixed Income Master Trust were as follows:

| | DECEMBER 2002 |
|--|----------------------|
| | ----- (Unaudited) |
| Alliance Equity Master Trust | 0.89% |
| Fixed Income Master Trust | 0.50 |
| Allegheny Technologies Disciplined Stock Fund Master Trust | 0.09 |

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

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TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The composition of the net assets of the Fixed Income Master Trust at December 31, 2002 was as follows:

| | 2002 |
|--|----------------------|
| | ----- (Unaudited) |
| Guaranteed investment contracts: | |
| Canada Life | \$ 2,757,412 |
| GE Life and Annuity | 10,420,327 |
| Hartford Life Insurance Company | 10,460,185 |
| John Hancock Life Insurance Company | 9,854,982 |
| Monumental Life Insurance Company | 2,363,422 |
| New York Life Insurance Company | 7,808,955 |
| Ohio National Life | 5,976,900 |
| Pacific Mutual Life Insurance Company | 6,074,436 |
| Principal Life | 1,134,634 |
| Protective Life Insurance Company | 1,006,463 |
| Pruco Pace Credit Enhanced | 8,689,223 |
| Safeco Life Insurance | 1,973,290 |
| Security Life of Denver | 6,465,137 |
| Sun America, Inc. | 2,988,024 |
| United of Omaha | 7,226,335 |
| | ----- |
| | 85,199,725 |
| Synthetic guaranteed investment contracts: | |
| Caisse des Depots et Consignations | 4,953,210 |
| CIT Equipment | 996,925 |
| Common Wealth Edison | 2,999,980 |
| Commit to purchase FNMA 02-74 LC | 3,071,979 |
| Conn RRB Spec Trust | 2,948,436 |
| Detroit Edison | 2,027,941 |
| FHLMC | 5,977,227 |
| Illinois Power Sp Trust | 1,971,078 |
| MBNA Master CC Trust | 1,993,490 |
| MDA Monumental BGI Wrap | 41,868,727 |
| Peco Energy Company | 1,970,899 |
| Peoples Security Life Insurance Company | 2,491,608 |
| Public Service | 2,036,624 |
| Transamerica Occidental | 6,568,303 |
| Union Bank of Switzerland | 174,682 |
| Westdeutsche Landesbank Girozentrale | 3,556,463 |
| | ----- |
| | 85,607,572 |
| Interest in common collective trusts | 7,972,257 |
| Interest bearing cash | 212,167 |
| Other | 1,817,668 |
| | ----- |

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Total net assets

\$180,809,389

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TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The 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 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 \$88,750,762 and \$55,854,607 at December 31, 2002 and 2001, respectively. The contract value minus the market value of the wrapper contracts at December 31, 2002 and 2001 is (\$2,667,261) and \$(1,397,030), 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, 2002 and 2001, the interest crediting rates for GICs and Fixed Maturity SICs ranged from 3.27% to 8.05% and 3.49% to 8.05%, respectively.

For the year ended December 31, 2002, the average annual yield for the investment contracts in the Fund was 5.74%. 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, 2002 and 2001.

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TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The composition of net assets of the Alliance Equity Master Trust at December

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31, 2002 and 2001 was as follows:

| | 2002 |
|--|--------------------|
| | ----- (Unaudite |
| Investment in registered investment companies: | |
| Alliance Equity Fund S.A. #4 | \$26,603,639 |
| Operating payables | (49,895) |
| | ----- |
| Total net assets | \$26,553,744 |
| | ===== |

The composition of net assets of the Allegheny Technologies Disciplined Stock Fund Master Trust at December 31, 2002 and 2001 was as follows:

| | 2002 |
|--|--------------------|
| | ----- (Unaudite |
| Corporate common stocks | \$53,256,475 |
| Investment in common collective trusts | 1,630,752 |
| Receivables | 67,848 |
| Operating payables | (25,733) |
| | ----- |
| Total net assets | \$54,929,342 |
| | ===== |

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TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

The composition of the changes in net assets of the various master trusts is as follows:

| FIXED INCOME MASTER TRUST | ALLIANCE EQUITY MASTER TRUST |
|--|---------------------------------------|
| ----- YEAR ENDED DECEMBER 31 ----- | |
| 2002 | 2002 |

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| | ----- | |
|--|---------------|---------------|
| | (Unaudited) | |
| Investment income (loss): | | |
| Interest income | \$ 9,786,577 | \$ - |
| Net realized/unrealized loss on corporate common stocks | 1,528 | - |
| Dividends | - | - |
| Net loss, registered investment companies | - | (10,652,634) |
| Net gain, common collective Trusts | 172,081 | - |
| Other income | 69,815 | - |
| Administrative expenses | (236,944) | (118,618) |
| Transfers | 5,374,077 | (2,634,913) |
| | ----- | |
| Net increase (decrease) | 15,167,134 | (13,406,165) |
| Total net assets at beginning of year | 165,642,255 | 39,959,909 |
| | ----- | |
| Total net assets at end of year | \$180,809,389 | \$ 26,553,744 |
| | ===== | |

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TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

Notes to Financial Statements (continued)

3. INVESTMENTS (CONTINUED)

Interest, realized and unrealized gains and losses, and management fees from the master trusts are included in the net loss from interest in Allegheny Technologies Incorporated Savings Plan Trust on the statement of changes in net assets available for benefits.

4. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated December 2, 1997, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

5. 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. Therefore, transactions with these entities qualify as party-in-interest. Trustee and investment fees

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paid during 2002 were based upon customary and reasonable rates for such services.

6. 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.

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TDY Industries, Inc. Profit Sharing Plan for
Certain Employees of Metalworking Products

EIN 25-1792394 Plan 040

Schedule H, Line 4(i)--Schedule of Assets (Held at End of Year)

December 31, 2002

| INVESTMENT DESCRIPTION | UNITS/SHARES |
|---|--------------|
| Interest in registered investment companies: | |
| Dreyfus Bond Market Index Fund* | 2,419.986 |
| Dreyfus Emerging Leaders Fund* | 16,325.830 |
| Dreyfus Growth & Value International Fund* | 6,799.350 |
| MAS Mid Cap Growth Fund, Institutional Shares | 1,341.596 |
| Prudential Jennison Growth Fund, Class A Shares | 826.624 |
| Interest in common collective investment funds: | |
| Dreyfus LifeStyle Growth & Income Fund* | 7,663.116 |
| Dreyfus LifeStyle Growth Fund* | 10,335.296 |
| Dreyfus LifeStyle Income Fund* | 4,682.104 |
| Dreyfus Short Term Investment Fund* | 43.180 |
| Participant loans (5.25% to 10.50%)* | |
| Interest in corporate common stocks: | |
| Allegheny Technologies Incorporated common stock* | 419.000 |

* 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
TDY INDUSTRIES, INC. PROFIT SHARING PLAN
FOR CERTAIN EMPLOYEES OF METALWORKING PRODUCTS

By: /s/ Richard J. Harshman

Date: June 27, 2003

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