

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1994-08-02**  
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### SUBJECT COMPANY

#### **ALLEGHENY LUDLUM CORP**

CIK: **811929** | IRS No.: **251364894** | State of Incorpor.: **PA** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-39191** | Film No.: **94541276**  
SIC: **3312** Steel works, blast furnaces & rolling mills (coke ovens)

Business Address  
1000 SIX PPG PL  
PITTSBURGH PA 15222  
4123942800

### FILED BY

#### **SIMMONS RICHARD P**

CIK: **921448**  
Type: **SC 13D/A**

Mailing Address  
JOH D WALTON  
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PITTSBURGH PA 15222  
4123942836

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 6)

ALLEGHENY LUDLUM CORPORATION

-----  
(Name of Issuer)

Common Stock, par value \$0.10 per share

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(Title of Class of Securities)

016900 10 2

-----  
(CUSIP Number)

Charles M. Grimstad, Esq., Kirkpatrick & Lockhart,  
1500 Oliver Building, Pittsburgh, PA 15222 (412) 355-6412

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 29, 1994

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with this statement [ ].

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise



14. TYPE OF REPORTING PERSON IN  
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1. NAME OF REPORTING PERSON Dorothy P. Simmons  
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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS N/A  
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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.  
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NUMBER OF	7. SOLE VOTING POWER	15,000
SHARES		
BENEFICIALLY	8. SHARED VOTING POWER	0
OWNED BY		
EACH	9. SOLE DISPOSITIVE POWER	15,000
REPORTING		
PERSON WITH	10. SHARED DISPOSITIVE POWER	16,318,250

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
16,333,250  
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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.1  
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14. TYPE OF REPORTING PERSON IN  
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## SCHEDULE 13D, Amendment No. 6

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Items 3, 4 and 5 of Schedule 13D of the undersigned (the "Reporting Persons"), dated July 14, 1988, as amended, are amended to read in their entirety as follows. (Except as otherwise indicated, share information herein reflects the 3-for-2 stock split effected July 2, 1990 and the 2-for-1 stock split effected July 1, 1993.)

## Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

(a) The securities reported in Items 5(a) and 5(e) were acquired in the manner set forth in Item 4(a). No funds or other consideration were used in such transactions.

(b) The securities reported in Item 5(b) and (c) were acquired by Richard P. Simmons pursuant to the provisions of the Allegheny Ludlum Retirement Savings Plan. Mr. Simmons contributed \$3,000 to the Plan in fiscal year 1994 through June 30, 1994.

## Item 4. PURPOSE OF TRANSACTION.

(a) On July 8, 1988 (i) Richard P. Simmons transferred by gift 6,113,750 shares of Common Stock to the Reporting Persons as tenants by the entirety, (ii) Dorothy P. Simmons transferred by gift 500,000 shares of Common Stock to the Reporting Persons as tenants by the entirety, and (iii) the Reporting Persons entered into an Irrevocable Proxy and Voting Agreement of Joint Holders (the "Agreement") whereby Richard P. Simmons acquired the sole power to vote all of said shares. A copy of the Agreement has been filed as Exhibit A hereto. Certain of said shares have subsequently been disposed of by the Reporting Persons by gift from time to time, including but not limited to the transfer of certain shares into their separate individual names. (The share information in this paragraph does not reflect the 1990 and 1993 stock splits.)

The Reporting Persons acquired joint ownership of the securities reported in Item 5(a) for personal estate planning purposes. The Reporting Persons, as shareholders, periodically review and evaluate the market for the Common Stock, the Company's business, prospects and financial condition, general economic conditions, other opportunities available to the Reporting Persons, and the Reporting Persons' personal financial and estate planning requirements. On the basis of such periodic reviews and evaluations, the Reporting Persons may determine to increase or decrease their investment in the Common Stock through purchases, sales, gifts, or other means of acquisition or disposition. Among other things, the Reporting Persons are considering whether to diversify their investments and

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provide funding for anticipated estate tax obligations by selling some of their shares of the Common Stock. Whether such sales will be made, and the method, terms, amount and timing of any such sales, if made, will depend on the Reporting Persons' continuing assessment of pertinent factors, including but not limited to those mentioned above. The Reporting Persons do not currently anticipate that any sales, if made, would reduce their beneficial ownership to less than 20 percent of the outstanding Common Stock.

(b) Richard P. Simmons acquired the securities reported in Item 5(b) and (c) for personal investment purposes in accordance with the provisions of the Allegheny Ludlum Retirement Savings Plan.

(c) In the performance of his duties as Chairman of the Board of Directors of the Company and Chairman of the Executive Committee of the Board of Directors, Richard P. Simmons expects to have continually under consideration various plans or proposals which may relate to or might result in one or more of the matters described in paragraphs (a) through (j), inclusive, of Item 4 of Schedule 13D. Any such plans or proposals would, however, be subject to consideration and approval by the Board of Directors of the Company.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) At the date of this Statement, the Reporting Persons are the joint owners of an aggregate of 16,318,250 shares of the Common Stock, representing approximately 23.1 percent of the

total number of outstanding shares of the Common Stock as of June 30, 1994. Richard P. Simmons possesses the sole power to vote said shares, and the Reporting Persons share the power to dispose or direct the disposition of said shares.

(b) In addition to the shares described in the foregoing paragraph, a total of 27,791.7141 shares of the Common Stock (the "RSP Shares") have been credited to the account of Richard P. Simmons in the Allegheny Ludlum Retirement Savings Plan as of June 30, 1994, and additional shares have accrued to his account since that date. Richard P. Simmons has the sole voting power and sole investment power with respect to the RSP shares, subject to certain limitations on his investment power under the terms of the Plan.

(c) Of the total RSP shares, 251 shares have accrued to the account of Richard P. Simmons in fiscal year 1994 through June 30, 1994 and have been credited to the account of Richard P. Simmons as of June 30, 1994.

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(d) Not included in Items 5(a), (b) and (c) are 245,000 shares of the Common Stock owned by the R. P. Simmons Family Foundation (the "Foundation") as of June 30, 1994, representing approximately 0.35% of the outstanding shares of the Common Stock as of that date. The Trust Agreement by which the Foundation was created is irrevocable, and provides in relevant part that the entire principal of and income from the assets of the Foundation may be expended only for the use of such charitable organizations as are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and which are entitled to exemption from Federal income tax under Section 501(a) of the Code, and no part thereof may be paid to or inure to the benefit of Mr. Simmons, any member of his family or any other private shareholder or individual. Although Mr. Simmons, as trustee of the Foundation, has the sole power to vote and the sole power to direct the disposition of said shares, Mr. Simmons disclaims any beneficial ownership of said shares; and the filing of this Statement shall not be construed as an admission that Mr. Simmons is the beneficial owner of any of said shares for the purposes of Section 13(d), 13(g) or 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose whatsoever. The Foundation may make sales of certain of the shares reported in this paragraph (d) from time to time to provide funds for the Foundation's charitable purposes and for the purpose of

diversifying the Foundation's assets.

(e) At the date of this Statement, Richard P. Simmons is the sole beneficial owner of 14,000 shares of the Common Stock, and Dorothy P. Simmons is the sole beneficial owner of 15,000 shares of the Common Stock, in addition to the shares reported in Items 5(a)-(d), inclusive.

(f) On July 29, 1994, the Reporting Persons sold 784,100 shares and 2,500 shares of the Common Stock in ordinary brokerage transactions on the New York Stock Exchange at prices of \$20.75 per share and \$21.00 per share, respectively.

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SIGNATURE

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

Date: August 2, 1994

RICHARD P. SIMMONS

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Richard P. Simmons

Date: August 2, 1994

DOROTHY P. SIMMONS

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Dorothy P. Simmons