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UNIVERSAL STAINLESS & ALLOY PRODUCTS INC

Form 4

December 27, 2011

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

response...

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

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Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

ALLOY PRODUCTS INC [usap]

5. Relationship of Reporting Person(s) to Issuer

OATES DENNIS M Symbol

UNIVERSAL STAINLESS &

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

1302 EAVES SPRING COURT

(Street)

(Month/Day/Year) 12/23/2011

President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

_X__ Director

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

MALVERN, PA 19355

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4)

SEC 1474

(9-02)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)
Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration

Date

Title Amour

of Shar

or Numbe

USAP

Common \$ 38.16 12/23/2011 A 12,500 12/23/2012 Common Stock 12,50

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OATES DENNIS M

1302 EAVES SPRING COURT X President & CEO

MALVERN, PA 19355

Signatures

Paul A. 12/27/2011 McGrath

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 3125 options exercisable 12/23/2012, 3125 options exercisable 12/23/2013, 3125 options exercisable 12/23/2014, 3125 options exercisable 12/23/2015

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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