McIntosh Graham Form 4 December 03, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549 Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

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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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * McIntosh Graham

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) **UNIVERSAL STAINLESS &** ALLOY PRODUCTS INC [USA]

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

600 MAYER STREET

(Month/Day/Year) 11/29/2018

below) Exec VP & CTO

(Street)

(Zip)

(Month/Day/Year) Execution Date, if

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

BRIDGEVILLE, PA 15017

(City)

Security

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s)

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

(1)

Common 11/29/2018 Stock

Α

1,500

D

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

A

(Month/Day/Year)

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29,825

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

(9-02)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.41	11/29/2018		A	4,500	(2)	11/29/2028	Common Stock	4,500

Reporting Owners

Relationships					
Director	10% Owner	Officer	Other		
		Exec			
		VP &			
		СТО			
	Director		Director 10% Owner Officer Exec VP &		

Signatures

Paul A. McGrath
(AIF)

**Signature of Reporting

Date

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) Award of Restricted Stock Units which vest 1,500 on 11/29/2022
- (2) 1,125 options exercisable on 11/29/2019 1,125 options exercisable on 11/29/2020 1,125 options exercisable on 11/29/2021 1,125 options exercisable on 11/29/2022

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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