FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPRO	VAL						
	OMB Number:	3235-0287						
l	Estimated average burden							
l	hours per response:	0.5						

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ATH PA	UL A									Symbol			5. Re	lationshi	p of Reportin	g Person(s) to I	ssuer
•	irst) (1. Name and Address of Reporting Person* MCGRATH PAUL A							2. Issuer Name and Ticker or Trading Symbol UNIVERSAL STAINLESS & ALLOY PRODUCTS INC [USAP]								Owner (specify
							3. Date of Earliest Transaction (Month/Day/Year) 02/11/2019								er (give title w) .dmin, Gen	below Counsel & S)``
(Street) BRIDGEVILLE PA 15017 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year) 02/19/2019								Line)	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Tabl	e I - No	n-Deriv	ative	Sec	curitie	s Ac	quired,	Dis	posed o	f, or E	Bene	ficially	/ Own	ed		
Date						Execution Date,		Transaction Disposed Of (D) (Instr. 3 Code (Instr.) or 4 and 5)	Secur Benef Owne	ties cially d Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	Amount (A) or (D)		or F	rice	Transaction(s) (Instr. 3 and 4)			(111301.4)				
mmon Sto	/2019	2019		A		1,274(1)) A	\$15.696		2	5,546	D					
	Та													wned			
Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Code (8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration			Amoun or Numbe of		De Se (In	rivative curity	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
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Explanation of Responses:

1. The shares acquired are pursuant to a stock award agreement at which the officer agreed to receive a portion of his 2018 Variable Incentive Compensation in USAP common stock at a 10% discount provided that the officer agreed not to trade or encumber the stock until the first anniversary date.

Paul A. McGrath (AIF) 02/20/2019

** Signature of Reporting Person Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.