

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>DUNN DOUGLAS M</u> (Last) (First) (Middle) 3 VINTAGE CANYON STREET (Street) LAS VEGAS NV 89141-6014 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>UNIVERSAL STAINLESS & ALLOY PRODUCTS INC [USAP]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 05/02/2012					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
USAP Common Stock	05/02/2012		M		2,500	A	\$15.99	2,500	D	
USAP Common Stock	05/02/2012		M		2,500	A	\$7.3	2,500	D	
USAP Common Stock	05/02/2012		M		2,500	A	\$6.25	2,500	D	
USAP Common Stock	05/02/2012		M		2,500	A	\$5.34	2,500	D	

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

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. Transaction Code (Instr. 8)		5. Number of 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
USAP Common Stock	\$15.99	05/02/2012		M		2,500		05/31/2003 ⁽¹⁾	05/31/2012	Common Stock	2,500	\$15.99	2,500	D	
USAP Common Stock	\$7.3	05/02/2012		M		2,500		08/31/2003 ⁽²⁾	08/31/2012	Common Stock	2,500	\$7.3	2,500	D	
USAP Common Stock	\$6.25	05/02/2012		M		2,500		11/30/2003 ⁽³⁾	11/30/2012	Common Stock	2,500	\$6.25	2,500	D	
USAP Common Stock	\$5.34	05/02/2012		M		2,500		02/28/2004 ⁽⁴⁾	02/28/2013	Common Stock	2,500	\$5.34	2,500	D	

Explanation of Responses:

- 825 options exercisable 05/31/2003 825 options exercisable 05/31/2004 850 options exercisable 05/31/2005
- 825 options exercisable 08/31/2003 825 options exercisable 08/31/2004 850 options exercisable 08/31/2005
- 825 options exercisable 11/30/2003 825 options exercisable 11/30/2004 850 options exercisable 11/30/2005
- 825 options exercisable 02/28/2004 825 options exercisable 02/28/2005 850 options exercisable 02/28/2006

Paul A. McGrath (AIF)

05/03/2012

** 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.