

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
KEANE GEORGE F (Last) (First) (Middle) 600 MAYER STREET (Street) BRIDGEVILLE PA 15017 (City) (State) (Zip)			UNIVERSAL STAINLESS & ALLOY PRODUCTS INC [USAP] 3. Date of Earliest Transaction (Month/Day/Year) 02/04/2005 4. If Amendment, Date of Original Filed (Month/Day/Year)			X Director 10% Owner Officer (give title below) Other (specify below)		
						6. Individual or Joint/Group Filing (Check Applicable Line)		
						X 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	02/04/2005		M		1,274	A	\$7.3	9,274	D	
USAP Common Stock	02/04/2005		M		1,650	A	\$6.25	10,924	D	
USAP Common Stock	02/04/2005		M		825	A	\$5.34	11,749	D	
USAP Common Stock	02/04/2005		M		825	A	\$5.29	12,574	D	
USAP Common Stock	02/04/2005		M		825	A	\$7.35	13,399	D	
USAP Common Stock	02/04/2005		M		825	A	\$8.45	14,224	D	
USAP Common Stock	02/04/2005		S		6,224	D	\$17.088	8,000	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		Date Exercisable	Expiration Date						Title
USAP Common Stock Option	\$7.3	02/04/2005		M		1,274	08/31/2003 ⁽¹⁾	08/31/2012	Common Stock	1,274	\$7.3	25,850	D	
USAP Common Stock Option	\$6.25	02/04/2005		M		1,650	11/30/2003 ⁽²⁾	11/30/2012	Common Stock	1,650	\$6.25	24,200	D	
USAP Common Stock Options	\$5.34	02/04/2005		M		825	02/28/2004 ⁽³⁾	02/28/2013	Common Stock	825	\$5.34	23,375	D	
USAP Common Stock Option	\$5.29	02/04/2005		M		825	05/31/2004 ⁽⁴⁾	05/31/2013	Common Stock	825	\$5.29	22,550	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 Option	\$7.35	02/04/2005		M			825	08/31/2004 ⁽⁵⁾	08/31/2013	Common Stock	825	\$7.35	21,725	D	
USAP Common Stock Option	\$8.45	02/04/2005		M			825	11/30/2004 ⁽⁶⁾	11/30/2013	Common Stock	825	\$8.45	20,900	D	

Explanation of Responses:

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

Paul A. McGrath (AIF) 02/07/2005

** 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.