

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

ALCOA INC.

(Exact name of issuer as specified in its charter)

Pennsylvania 25-0317820
(State of Incorporation) (I.R.S. Employer Identification No.)

201 Isabella Street, Alcoa Corporate Center,
Pittsburgh, Pennsylvania 15212-5858
(Address of principal executive office, including zip code)

REYNOLDS METALS COMPANY SAVINGS AND INVESTMENT PLAN FOR SALARIED EMPLOYEES
REYNOLDS METALS COMPANY SAVINGS PLAN FOR HOURLY EMPLOYEES
EMPLOYEES SAVINGS PLAN
(Full Titles of Plans)

Denis A. Demblowski,
Secretary and Senior Counsel
201 Isabella Street, Alcoa Corporate Center,
Pittsburgh, Pennsylvania 15212-5858
(Name and address of agent for service)

Telephone number of agent for service (412) 553-3856

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Alcoa Inc. common stock, \$1 par value	400,000 shares	\$63.75	\$25,500,000.00	\$6,732.00

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of interests to be offered or sold pursuant to the Plans described herein. Of the total of 400,000 shares, 275,000 shares are allocated to the Reynolds Metals Company Savings and Investment Plan for Salaried Employees; 90,000 shares are allocated for Reynolds Metals Company Hourly Savings Plan; and 35,000 shares are allocated for the Employees Savings Plan.

(2) Pursuant to Rule 416(a), also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.

(3) Estimated solely for the purpose of calculating the registration fee, based on the average of the high and low prices of shares of the Registrant's common stock reported in the consolidated reporting system on May 2, 2000

EXPLANATORY NOTE

On May 3, 2000, Reynolds Metals Company became wholly owned by Alcoa Inc. and each outstanding share of Reynolds Metals Company common stock was converted into 1.06 shares of Alcoa common stock. This Registration Statement relates to 400,000 shares of Alcoa common stock, par value \$1.00 per share, that may be issued from time to time under the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, Reynolds Metals Company Savings Plan for Hourly Employees and the Employees Savings Plan.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEMS 1 AND 2

Documents containing information specified in Part I will be given or sent to employees in accordance with Rule 428(b)(1).

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Securities and Exchange Commission are incorporated herein by reference.

(a) Alcoa's Annual Report on Form 10-K for the fiscal year ended December 31, 1999;

(b) Annual Report on Form 11-K for the Reynolds Metals Company Savings and Investment Plan for Salaried Employees for the fiscal year ended December 31, 1998;

(c) Annual Report on Form 11-K for the Reynolds Metals Company Savings Plan for Hourly Employees for the fiscal year ended December 31, 1998;

(d) Annual Report on Form 11-K for the Employees Savings Plan for the fiscal year ended December 31, 1998;

(e) All other reports filed by Alcoa or the Plans pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 1999 or December 31, 1998, respectively; and

(f) The description of Alcoa common stock contained under the heading "Description of Alcoa Capital Stock" in Alcoa's Registration Statement on Form S-4 filed December 30, 1999 (File No. 333-93849).

All documents filed by Alcoa or the Plans pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereunder have been sold or that deregisters all such securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents. Any statement contained in a document incorporated, or deemed to be incorporated, by reference herein or contained in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent any statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The validity of the Common Stock to be issued in connection with the Plans will be passed upon by Denis A. Demblowski, Esq., Secretary and Senior Counsel of Alcoa. Mr. Demblowski is a participant in the stock option plan and various other employee benefit plans offered to employees of Alcoa.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Article V of the By-laws of the Company provides that the Company shall indemnify, under specified circumstances, persons who were or are directors, officers or employees of the Company or who served or serve other business entities at the request of the Company. Under these By-law provisions, a person who is wholly successful in defending a claim will be indemnified for any reasonable expenses. To the extent a person is not successful in defending a claim, reasonable expenses of the defense and any liability incurred are to be indemnified under these provisions only where independent legal counsel or other disinterested person selected by the Board of Directors determines that such person acted in good faith and in a manner such person

reasonably believed to be in, or not opposed to, the best interests of the Company, and in addition with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Any expense incurred with respect to any claim may be advanced by the Company if the recipient agrees to repay such amount if it is ultimately determined that such recipient is not to be indemnified pursuant to Article V.

The foregoing By-law provisions generally parallel Sections 1741 and 1745 of the Pennsylvania Business Corporation Law ("BCL"). Section 1746 and the By-laws both also provide that the indemnification provided for therein shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled.

Section 1746 of the BCL and the By-laws provide for increased indemnification protections for directors, officers and others. Indemnification may be provided by Pennsylvania corporations in any case except where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 1713 of the BCL also sets forth a framework whereby Pennsylvania corporations, with the approval of the shareholders, may limit the personal liability of directors for monetary damages except where the act or omission giving rise to a claim constitutes self-dealing, willful misconduct or recklessness. The section does not apply to a director's responsibility or liability under a criminal or tax statute and may not apply to liability under Federal statutes, such as the Federal securities laws.

The Company's Articles and By-laws were amended by the shareholders to implement the increased protections made available to directors under the BCL as described in the preceding paragraph. Article VIII of the By-laws provides that, except as prohibited by law, every director of the Company shall be entitled as of right to be indemnified by the Company for expenses and any and all liability paid or incurred by such person by reason of such person being or having been a director of the Company. Expenses incurred with respect to any claim may be advanced by the Company, subject to certain exceptions. The shareholders have also approved a form of indemnity agreement. The Company has entered into such an indemnity agreement with each of its current directors.

The Company has purchased a three year liability insurance policy with an aggregate limit of \$100 million, with certain specified deductible amounts, for liability of directors and officers and reimbursement to the Company for indemnification provided to directors and officers. The policy has an expiration date of October 1, 2000 and provides liability insurance and reimbursement coverage for the Company, and its directors and officers, which is permitted by the laws of Pennsylvania referred to above.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Exhibit Number	Description
(4)	Alcoa's Articles of Incorporation (incorporated by reference to Exhibit 3(a) to Alcoa's Annual Report on Form 10-K for the year ended December 31, 1998).
(5)	Opinion of Denis A. Demblowski, Senior Counsel of the Company.
(15)	Letter from Independent Public Accountants regarding unaudited financial information.
(23)(a)	Consent of PricewaterhouseCoopers LLP.
(23)(b)	Consent of Ernst & Young LLP.
(23)(c)	Consent of Counsel (included as part of Exhibit 5).
(24)	Powers of Attorney of certain officers and directors of the Company.

ITEM 9. UNDERTAKINGS

The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed

with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions described in Item 6 above, the Company has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

With respect to the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, a determination letter dated February 20, 1996, was obtained from the Internal Revenue Service (the "IRS") that the Plan, as amended and restated through June 30, 1994, is qualified under Section 401 of the Internal Revenue Code. The Registrant hereby undertakes that it will submit the Plan as subsequently amended to the IRS in a timely manner and will make all changes required by the IRS in order to qualify the Plan, as so amended and restated.

With respect to the Reynolds Metals Company Savings Plan for Hourly Employees, a determination letter dated February 20, 1996, was obtained from the IRS that the Plan, as amended and restated effective September 1, 1993, is qualified under Section 401 of the Internal Revenue Code. The Registrant hereby undertakes that it will submit the Plan as subsequently amended to the

IRS in a timely manner and will make all changes required by the IRS in order to qualify the Plan, as so amended and restated.

With respect to the Employees Savings Plan, a determination letter dated February 20, 1996, was obtained from the IRS that the Plan, as amended and restated effective July 1, 1994, is qualified under Section 401 of the Internal Revenue Code. The Registrant hereby undertakes that it will submit the Plan as subsequently amended to the IRS in a timely manner and will make all changes required by the IRS in order to qualify the Plan, as so amended and restated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, the Commonwealth of Pennsylvania, on this 3rd day of May, 2000.

ALCOA INC.
(Registrant)

/s/ Robert F. Slagle

Robert F. Slagle
Executive Vice President -
Human Resources and
Communications

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Alain J. P. Belda ----- Alain J.P. Belda	President and Chief Executive Officer (Principal Executive Officer)	May 3, 2000
/s/ Richard B. Kelson ----- Richard B. Kelson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 3, 2000
/s/ Timothy S. Mock ----- Timothy S. Mock	Vice President and Controller (Principal Accounting Officer)	May 3, 2000

Alain J.P. Belda, Kenneth W. Dam, Joseph T. Gorman, Judith M. Gueron, Sir Ronald Hampel, Hugh M. Morgan, John P. Mulroney, Paul H. O'Neill, Henry B. Schacht, Franklin A. Thomas and Marina v.N. Whitman, each as a Director, on May 3, 2000, by Denis A. Demblowski, their attorney-in-fact.

/s/ Denis A. Demblowski

Denis A. Demblowski
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, the Plans' Benefits Management Committee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, the Commonwealth of Pennsylvania, on this 3rd day of May, 2000.

Alcoa Inc. Benefits Management Committee

By: /s/ Richard B. Kelson

Richard B. Kelson, Member

By: /s/ Robert F. Slagle

Robert F. Slagle, Member

By: /s/ William J. O'Rourke, Jr.

William J. O'Rourke, Jr., Member

INDEX TO EXHIBITS

Exhibit Number	Description
4	Alcoa's Articles of Incorporation (incorporated by reference to Exhibit 3(a) to Alcoa's Annual Report on Form 10-K for the year ended December 31, 1998).
5	Opinion of Denis A. Demblowski, Senior Counsel of the Company.
15	Letter from Independent Public Accountants regarding unaudited financial information.
23(a)	Consent of PricewaterhouseCoopers LLP.
23(b)	Consent of Ernst & Young LLP.
23(c)	Consent of Counsel (included in Exhibit 5).
24	Powers of Attorney for certain officers and directors of the Company.

May 3, 2000

U.S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Dear Sir or Madam:

This opinion is furnished in connection with the registration by Alcoa Inc. (the "Company") pursuant to a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "1933 Act"), of an aggregate of 400,000 shares of common stock, \$1.00 par value, of the Company (the "Shares"), which are to be offered and sold by the Company through the following plans: the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, the Reynolds Metals Company Savings Plan for Hourly Employees and the Reynolds Metals Company Employees Savings Plan (collectively, the "Plans").

As Senior Counsel of the Company, I am of the opinion, based upon my familiarity with the affairs of the Company and upon my examination of the law and pertinent documents, that the Shares, when issued and sold pursuant to the Plans, will be legally issued, fully paid and non-assessable shares of common stock of the Company.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission (the "Commission") as an Exhibit to the Registration Statement with respect to the Shares under the 1933 Act. In giving this consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission issued thereunder.

Very truly yours,

/s/ Denis A. Demblowski

Denis A. Demblowski
Senior Counsel

May 3, 2000

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: Alcoa Inc.

We are aware that our report dated April 6, 2000, accompanying interim financial information of Alcoa Inc. and subsidiaries for the three-month periods ended March 31, 2000 and 1999, and included in Alcoa's Quarterly Report on Form 10-Q for the quarters then ended, are incorporated by reference in this registration statement related to the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, Reynolds Metals Company Savings Plan for Hourly Employees and the Employees Savings Plan, dated May 3, 2000. Pursuant to Rule 436(c) under the Securities Act of 1933, these reports should not be considered a part of the registration statement prepared or certified by us within the meaning of Sections 7 and 11 of that Act.

Very truly yours,

/s/ PricewaterhouseCoopers

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 related to the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, Reynolds Metals Company Savings Plan for Hourly Employees and the Employees Savings Plan, of our reports dated January 10, 2000, except for Note V, for which the date is February 11, 2000, on our audits of the consolidated financial statements and financial statement schedule of Alcoa Inc. and consolidated subsidiaries as of December 31, 1999 and 1998, and for each of the three years in the period ended December 31, 1999, which reports are incorporated by reference or included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999.

/s/ PricewaterhouseCoopers

Pittsburgh, Pennsylvania
May 3, 2000

Consent of Ernst & Young LLP, Independent Auditors

We consent to the reference to our firm under Item 3 in the Registration Statement (Form S-8 filed May 3, 2000) and under the caption "Independent Accountants" in the related Prospectuses, pertaining to the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, Reynolds Metals Company Savings Plan for Hourly Employees, and Employees Savings Plan and to the incorporation by reference therein of our reports dated June 18, 1999, with respect to the financial statements and schedules of the:

- . Reynolds Metals Company Savings and Investment Plan for Salaried Employees included in its Annual Report (Form 11-K),
- . Reynolds Metals Company Savings Plan for Hourly Employees included in its Annual Report (Form 11-K), and
- . Employee Savings Plan included in its Annual Report (Form 11-K),

for the year ended December 31, 1998, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Richmond, Virginia
May 3, 2000

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Directors of Alcoa Inc. (the "Company") hereby constitute and appoint RICHARD B. KELSON, ROBERT G. WENNEMER, TIMOTHY S. MOCK and DENIS A DEMBLOWSKI, or any of them, their true and lawful attorneys and agents to do any and all acts and things and execute any and all instruments which said attorneys and agents, or any of them, may deem necessary or advisable or may be required to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Act of shares of common stock of the Company to be issued and distributed pursuant to the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, Reynolds Metals Company Savings Plan for Hourly Employees and Reynolds Metals Company Employees Savings Plan or any successor plans (the "Plans"), and interests of participation in such Plans, including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the undersigned Directors to any registration statements to be filed with the Securities and Exchange Commission in respect of said Plans or successor plans and shares of common stock, and interests of participation in such Plans, or any of them, to any and all pre-effective amendments, post-effective amendments and supplements to any such registration statements, and to any instruments or documents filed as part of or in connection with any such registration statements or pre-effective amendments or post-effective amendments or supplements thereto; and the undersigned hereby ratify and confirm all that said attorneys and agents, or any of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have subscribed these presents on the date set opposite their names below.

April 28, 2000	/s/ Kenneth W. Dam _____ Kenneth W. Dam
April 27, 2000	/s/ Joseph T. Gorman _____ Joseph T. Gorman
April 28, 2000	/s/ Judith M. Gueron _____ Judith M. Gueron
April 27, 2000	/s/ Sir Ronald Hampel _____ Sir Ronald Hampel
, 2000	_____ Hugh M. Morgan
April 27, 2000	/s/ John P. Mulroney _____ John P. Mulroney

April 27, 2000

/s/ Paul H. O'Neill

Paul H. O'Neill

April 28, 2000

/s/ Henry B. Schacht

Henry B. Schacht

April 28, 2000

/s/ Franklin A. Thomas

Franklin A. Thomas

May 1, 2000

/s/ Marina v.N. Whitman

Marina v.N. Whitman

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Director, President and Chief Executive Officer of Alcoa Inc. (the "Company") hereby constitutes and appoints RICHARD B. KELSON, ROBERT G. WENNEMER, TIMOTHY S. MOCK and DENIS A DEMBLOWSKI, or any of them, his true and lawful attorneys and agents to do any and all acts and things and execute any and all instruments which said attorneys and agents, or any of them, may deem necessary or advisable or may be required to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Act of shares of common stock of the Company to be issued and distributed pursuant to the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, Reynolds Metals Company Savings Plan for Hourly Employees and Reynolds Metals Company Employees Savings Plan or any successor plans (the "Plans"), and interests of participation in such Plans, including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the undersigned Director, President and Chief Executive Officer to any registration statements to be filed with the Securities and Exchange Commission in respect of said Plans or successor plans and shares of common stock, and interests of participation in such Plans, or any of them, to any and all pre-effective amendments, post-effective amendments and supplements to any such registration statements, and to any instruments or documents filed as part of or in connection with any such registration statements or pre-effective amendments or post-effective amendments or supplements thereto; and the undersigned hereby ratifies and confirms all that said attorneys and agents, or any of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has subscribed these presents on the date set opposite his name below.

May 3, 2000

/s/ Alain J. P. Belda

Alain J. P. Belda
President, Chief Executive Officer
And Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Executive Vice President and Chief Financial Officer of Alcoa Inc. (the "Company") hereby constitutes and appoints ROBERT G. WENNEMER, TIMOTHY S. MOCK and DENIS A DEMBLOWSKI, or any of them, his true and lawful attorneys and agents to do any and all acts and things and execute any and all instruments which said attorneys and agents, or any of them, may deem necessary or advisable or may be required to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Act of shares of common stock of the Company to be issued and distributed pursuant to the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, Reynolds Metals Company Savings Plan for Hourly Employees and Reynolds Metals Company Employees Savings Plan or any successor plans (the "Plans"), and interests of participation in such Plans, including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the undersigned Executive Vice President and Chief Financial Officer to any registration statements to be filed with the Securities and Exchange Commission in respect of said Plans or successor plans and shares of common stock, and interests of participation in such Plans, or any of them, to any and all pre-effective amendments, post-effective amendments and supplements to any such registration statements, and to any instruments or documents filed as part of or in connection with any such registration statements or pre-effective amendments or post-effective amendments or supplements thereto; and the undersigned hereby ratifies and confirms all that said attorneys and agents, or any of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has subscribed these presents on the date set opposite his name below.

April 27, 2000

/s/ Richard B. Kelson

Richard B. Kelson
Executive Vice President and
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Vice President and Controller of Alcoa Inc. (the "Company") hereby constitutes and appoints RICHARD B. KELSON, ROBERT G. WENNEMER and DENIS A DEMBLOWSKI, or any of them, his true and lawful attorneys and agents to do any and all acts and things and execute any and all instruments which said attorneys and agents, or any of them, may deem necessary or advisable or may be required to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Act of shares of common stock of the Company to be issued and distributed pursuant to the Reynolds Metals Company Savings and Investment Plan for Salaried Employees, Reynolds Metals Company Savings Plan for Hourly Employees and Reynolds Metals Company Employees Savings Plan or any successor plans (the "Plans"), and interests of participation in such Plans, including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of the undersigned Vice President and Controller to any registration statements to be filed with the Securities and Exchange Commission in respect of said Plans or successor plans and shares of common stock, and interests of participation in such Plans, or any of them, to any and all pre-effective amendments, post-effective amendments and supplements to any such registration statements, and to any instruments or documents filed as part of or in connection with any such registration statements or pre-effective amendments or post-effective amendments or supplements thereto; and the undersigned hereby ratifies and confirms all that said attorneys and agents, or any of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has subscribed these presents on the date set opposite his name below.

April 27, 2000

/s/ Timothy S. Mock

Timothy S. Mock
Vice President and Controller

