SEC Form 4	
------------	--

 \square

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPRO	OVAL
OMB Number:	3235-0287
Estimated average burd	len
hours per response.	05

inot dotton	.(3).		or Section 30(h) of the Investment Company Act of 19			
	Address of Reporting	Person [*]	2. Issuer Name and Ticker or Trading Symbol		tionship of Reporting P all applicable)	erson(s) to Issuer
<u>KUSSU P</u>	<u>PATRICIA F</u>		[]	X	Director	10% Owner
(Last) 390 PARK	(First) AVENUE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2014		Officer (give title below)	Other (specify below)
			4. If Amendment, Date of Original Filed (Month/Day/Ye	· ·	vidual or Joint/Group Fil	ing (Check Applicable
(Street)				Line)	Form filed by One Re	enorting Person
NEW YOR	K NY	10022			Form filed by More th	
(City)	(State)	(Zip)			Person	

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

1. Title of Security (Instr. 3)	Date Execution Date,		Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(
Common Stock								10,000 ⁽¹⁾	Ι	By Trust

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. Transa Code (8)	of Expiration Date Derivative (Month/Day/Year) Securities Acquired		piration Date Amount of onth/Day/Year) Securities		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)		
Phantom Stock Units	(2)	01/02/2014		Α	2,992		(3)	(3)	Common Stock	2,992	\$10.445	36,850	D	

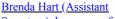
Explanation of Responses:

1. Held by a trust for the benefit of the reporting person. The reporting person is the trustee of the trust.

2.1 For 1

3. Phantom stock units were acquired under the Alcoa 2005 Deferred Fee Plan for Directors and are to be paid out in cash after Board service ends.

Remarks:



Secretary), by power of attorney ** Signature of Reporting Person 01/03/2014

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.