

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>PLANT JOHN C</u>  (Last) (First) (Middle) 201 ISABELLA STREET SUITE 200  (Street) PITTSBURGH, PA 15212-5872  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Howmet Aerospace Inc. [ HWM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/09/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	06/09/2020 <sup>(2)</sup>		A		485,000	(4)	(4)	Common Stock	485,000	\$0	4,014,998	D	
Restricted Stock Unit	(1)	06/09/2020 <sup>(3)</sup>		A		300,000	(5)	(5)	Common Stock	300,000	\$0	4,314,998	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of common stock of Howmet Aerospace Inc. (Howmet) or, at the election of Howmet, cash equivalent to the fair market value thereof.
- On June 9, 2020, the award granted to the Reporting Person on April 2, 2020 was amended to increase the number of time-vesting restricted stock units subject to the award from 1,000,000 to 1,485,000.
- On June 9, 2020, the award granted to the Reporting Person on April 2, 2020 was amended to increase the number of performance-vesting restricted stock units subject to the award from 1,800,000 to 2,100,000 and to modify the stock price targets applicable to all performance-vesting restricted stock units subject to the award.
- The restricted stock units will vest in three equal installments on June 9, 2021, March 31, 2022 and March 31, 2023, respectively, and subject to the continued employment of the Reporting Person through the applicable vesting date, subject to partial or full accelerated vesting upon the occurrence of certain events. Vested restricted stock units will be settled in shares or cash, as applicable, within 30 days following the vesting date.
- These restricted stock units vest in full or in part on March 31, 2023, and are contingent on Mr. Plant's continued service as Co-Chief Executive Officer through such date and the achievement of certain performance goals relating to Howmet stock price and subject to partial or full accelerated vesting upon the occurrence of certain events. Vested restricted stock units will be settled in shares or cash, as applicable, within 30 days following the vesting date.

**Remarks:**

/s/ Margaret Lam (Assistant Secretary), by power of attorney 06/11/2020

\*\* 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.

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