

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>			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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2020</u>			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		
<u>201 ISABELLA STREET SUITE 200</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/06/2020</u>					
(Street) <u>PITTSBURGH, PA 15212-5872</u>								
(City)	(State)	(Zip)						

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			

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
Restricted Stock Unit	(1)	04/02/2020		A		1,000,000		(2)	(2)	Common Stock	1,000,000	\$0	1,729,998 ⁽⁴⁾	D	
Restricted Stock Unit	(1)	04/02/2020		A		1,800,000		(3)	(3)	Common Stock	1,800,000	\$0	3,529,998 ⁽⁴⁾	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 as elected by Howmet, a cash equivalent to the fair market value thereof.
- The restricted stock units will vest in three equal installments on March 31, 2021, March 31, 2022 and March 31, 2023, respectively, and subject to the continued employment of the reporting person through the applicable vesting date.
- These restricted stock units vest in full or in part on March 31, 2023, and are contingent on the continuing service of Mr. Plant as Co-Chief Executive Officer through such date and the achievement of certain performance goals relating to the stock price of Howmet 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.
- On April 1, 2020, Arconic Inc. completed the separation of its business into two independent, publicly-traded companies (the Separation): Howmet Aerospace Inc. and Arconic Corporation. This Form 4 is being amended to reflect the total number of Howmet Aerospace Inc. shares underlying equity awards held by the reporting person after reflecting the adjustment of all Arconic Inc. equity awards held by the reporting person as of the Separation to relate to Howmet Aerospace Inc. common stock in a manner intended to preserve the aggregate intrinsic value of the original awards, in accordance with the Employee Matters Agreement, as amended, between Howmet Aerospace Inc. and Arconic Corporation.

Remarks:

/s/ Margaret Lam (Assistant Secretary), by power of attorney. 04/24/2020

** 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.

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.