SEC Form 4	
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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. <i>See</i>
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

OMB APPRO	DVAL
OMB Number:	3235-0287
Estimated average burd	len
hours per response:	0.5

1 I. Nume and Address of Reporting Leson			2. Issuer Name and Ticker or Trading Symbol <u>ALCOA INC.</u> [AA]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner	
(Last) 390 PARK AVE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2016		Officer (give title below)	Other (specify below)	
(Street) NEW YORK, (City)	NY (State)	10022 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person	porting Person	
		Table I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefi	cially	Owned		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date,		ction Instr.				Securities Beneficially	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)		(1150.4)
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)	5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr.	Expiration Date (Month/Day/Year) Amou (Month/Day/Year) Under Deriva (Instr.		Expiration Date (Month/Day/Year)		7. Title and 8. Amount of D Securities S. Underlying (II Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Phantom Stock Units	(2)	01/04/2016		A	3,701		(3)	(3)	Common Stock	3,701	\$9.625	59,329	D	

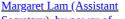
Explanation of Responses:

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

2. Each phantom stock unit is the economic equivalent of one share of Alcoa common stock.

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

01/06/2016

** 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.