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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									

	Estimated average burden	
	hours per response:	0.5
1		

																1		
1. Name and Address of Reporting Person*						r Name and Ti <mark>OA INC</mark> [ymbol		5. Relationship of Reporting Person(s) to Issu (Check all applicable)									
COLEMAN MICHAEL												Direct	or	:	0% O\	wner		
,													r (give title			specify		
(Last)	(Fi	irst)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)							below)	I	elow)	I		
					07/02/2	2004							Vice P	resident		I		
201 ISA	BELLA ST	REET														I		
,					4 16 4 100	andmant Data	of Origin		/Month/F									
(Street)					4. II AM	endment, Date	of Origin	ai Fileu	(WOTUT/L	Jay/rear)		6. Individual or Joint/Group Filing (Check Applicable Line)						
PITTSB	URGH PA	\	15212									- /	filed by One	Renortin	Perso	n l		
IIIIJD		1	13212										,					
,												Perso	filed by Mor	re than On	керо	orting		
(City)	(Si	tate)	(Zip)													I		
		Tab	le I - Non	-Deriva	ative Se	ecurities Ac	quire	, Dis	osed	of, or Ber	eficia	ly Owne	d			I		
1. Title of Security (Instr. 3) 2. Transa					ction 2A. Deemed 3. 4. Securities Acquired (A)					d (A) or	(A) or 5. Amount of 6. Owners							
1 1. Litle of S	Security (Inst	tr. 3)		2. Transa	action	2A. Deemed	3.		4. Secul		u (A) 01	5. Amo	unt of 🔰	6. Owners	nip	7. Nature		
1. Title of S	Security (Inst	tr. 3)		Date		Execution Date	e, Tran	action	Dispose	ed Of (D) (Inst		d Securit	ies	Form: Dir	ct	of Indirect		
1. Title of S	Security (Inst	tr. 3)				Execution Date	e, Tran Cod	action (Instr.	Dispose			d Securit Benefic	ies	Form: Dir (D) or Ind	ct ect			
1. Title of S	Security (Insi	tr. 3)		Date		Execution Date	e, Tran Cod		Dispose	ed Of (D) (Inst		d Securit Benefic Owned Reporte	ies ially Following ed	Form: Dir	ct ect	of Indirect Beneficial		
1. Title of S	Security (Inst	tr. 3)		Date		Execution Date	e, Tran Cod	(Instr.	Dispose	ed Of (D) (Inst		d Securit Benefic Owned	es ially Following ed ction(s)	Form: Dir (D) or Ind	ct ect	of Indirect Beneficial Ownership		
1. Title of S	Security (Inst			Date (Month/D)ay/Year)	Execution Date if any (Month/Day/Ye	e, Tran Cod ar) 8) Cod	(Instr.	Dispose 5) Amount	ed Of (D) (Inst t (A) or (D)	r. 3, 4 and Price	d Securit Benefic Owned Reporte Transac (Instr. 3	es ially Following ed ction(s)	Form: Dir (D) or Ind	ct ect	of Indirect Beneficial Ownership		
1. Title of S	Security (Inst			Date (Month/D	oay/Year) ive Sec	Execution Date if any (Month/Day/Yes urities Acq	e, Tran Cod 8) Cod uired,	v Dispo	Dispose 5) Amount	(A) or (D) (Inst (A) or (D)	r. 3, 4 and Price ficially	d Securit Benefic Owned Reporte Transac (Instr. 3	es ially Following ed ction(s)	Form: Dir (D) or Ind	ct ect	of Indirect Beneficial Ownership		
	Security (Inst			Date (Month/D	oay/Year) ive Sec	Execution Date if any (Month/Day/Ye	e, Tran Cod 8) Cod uired,	v Dispo	Dispose 5) Amount	(A) or (D) (Inst (A) or (D)	r. 3, 4 and Price ficially	d Securit Benefic Owned Reporte Transac (Instr. 3	es ially Following ed ction(s)	Form: Dir (D) or Ind	ct ect	of Indirect Beneficial Ownership		
	Security (Insi	T		Date (Month/D Derivati e.g., pu	oay/Year) ive Sec	Execution Date if any (Month/Day/Yes urities Acq	e, Tran Cod 8) Cod uired,	V Dispons, c	Dispose 5) Amount osed of onverti	(A) or (D) (Inst (A) or (D)	r. 3, 4 and Price ficially	d Securit Benefic Owned Reporte Transac (Instr. 3	es ially Following ed ction(s)	Form: Dir (D) or Ind (I) (Instr. 4	ct ect	of Indirect Beneficial Ownership		
1. Title of 5			(Date (Month/D Derivati e.g., pu d 4 Date, 1	ive Secuts, call	Execution Date if any (Month/Day/Yes urities Acq s, warrants 5. Number of	ar) Tran Cod 8) Cod uired, 5, optic	V Dispo ns, co nzercisa n Date	Dispose 5) Amount osed of onverti	(A) or (D) (Inst (A) or (D) (D) (D) (D) (D) (D) (D) (D) (D) (D)	r. 3, 4 and Price ficially	d Securit Benefic Owned Reporte Transaa (Instr. 3	es ially Following ed ction(s) and 4)	Form: Dir (D) or Ind (I) (Instr. 4	ect	of Indirect Beneficial Ownership (Instr. 4)		

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Underlyin Derivative (Instr. 3 ar	Security	(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Phantom Stock Units	(1)	07/02/2004		A		43		(2)	(2)	Common Stock	43	\$32.015	3,287	D		

Explanation of Responses:

1. 1 For 1

2. Phantom stock units were acquired under the Alcoa Deferred Compensation Plan and are to be paid out in cash after termination of employment.

Remarks:

Brenda Hart (Assistant Secretary), by power of

<u>attorney</u>

07/06/2004

** 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.