

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 hours per response:	0.5

1. Name and Address of Reporting Person * <u>MCLANE CHARLES D</u>  (Last) (First) (Middle) 201 ISABELLA STREET  (Street) PITTSBURGH PA 15212  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALCOA INC [ AA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  <u>VP - Corporate Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2004	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/22/2004		M		15,334	A	\$22.555	15,334	D	
Common Stock	01/22/2004		S		15,334	D	\$36.72	0	D	
Common Stock	01/22/2004		M		4,028	A	\$24.3	4,028	D	
Common Stock	01/22/2004		S		4,028	D	\$36.72	0	D	
Common Stock	01/22/2004		M		3,340	A	\$26.13	3,340	D	
Common Stock	01/22/2004		S		3,340	D	\$36.72	0	D	
Common Stock								3,160	I	By Company 401(k) Plan

**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
Employee Stock Option (right to buy)	\$22.555	01/22/2004		M		15,334		01/10/2004	01/10/2013	Common Stock	15,334	(1)	30,666 <sup>(2)</sup>	D	
Employee Stock Option (right to buy)	\$24.3	01/22/2004		M		4,028		02/17/1996	02/17/2005	Common Stock	4,028	(1)	0 <sup>(2)</sup>	D	
Employee Stock Option (right to buy)	\$26.13	01/22/2004		M		3,340		05/17/1997	05/17/2006	Common Stock	3,340	(1)	0 <sup>(2)</sup>	D	

**Explanation of Responses:**

- Employee stock options are granted without payment of consideration.
- In the aggregate, a total of 89,736 employee stock options (with various exercise prices and expiration dates) were beneficially owned by the reporting person as of the date of this report.

**Remarks:**

Brenda Hart (Assistant Secretary), by power of attorney 01/23/2004

\*\* 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.**