

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 3, 2007 (June 28, 2007)

ALCOA INC.

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

1-3610
(Commission File Number)

25-0317820
(IRS Employer
Identification No.)

390 Park Avenue, New York, New York
(Address of Principal Executive Offices)

10022-4608
(Zip Code)

**Office of Investor Relations 212-836-2674
Office of the Secretary 212-836-2732**
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On June 20, 2007, Alain J.P. Belda, Chairman and Chief Executive Officer of Alcoa Inc. (“Alcoa”), sent a letter (the “June 20th Letter”) to Richard B. Evans, President and Chief Executive Officer of Alcan Inc. (“Alcan”), regarding then-recent press articles that referred to a data room that Alcan may have made available to third parties. Mr. Belda stated in the June 20th Letter that if such a data room was in existence, Alcoa would welcome the opportunity to visit the data room and immediately begin reviewing the available information in order to determine whether additional value for Alcan’s shareholders might be unlocked beyond that which Alcoa had already determined. The June 20th Letter is attached hereto as Exhibit 99(a) and is incorporated herein by reference.

During the morning of June 22, 2007, Mr. Evans called Mr. Belda to discuss the June 20th Letter. Later that day, Mr. Evans sent a letter (the “June 22nd Letter”) to Mr. Belda informing Mr. Belda that Alcan was exploring alternatives “consistent with the best interests” of Alcan shareholders, including ongoing discussions with third parties. The June 22nd Letter is attached hereto as Exhibit 99(b) and is incorporated herein by reference.

On June 27, 2007, Mr. Belda sent a letter (the “June 27th Letter”) to Mr. Evans reiterating Alcoa’s desire to determine whether there is additional value for Alcan’s shareholders beyond that reflected in Alcoa’s pending offer (the “Offer”) to purchase all outstanding Alcan common shares. In the June 27th Letter, Mr. Belda also proposed a meeting between Alcan and Alcoa representatives to be held in Montreal within a few days. The June 27th Letter is attached hereto as Exhibit 99(c) and is incorporated herein by reference.

On the evening of June 27, 2007, Mr. Evans sent the following email message to Mr. Belda:

Dear Alain,

Your letter of this morning has been brought to the attention of the Strategic Committee of Alcan’s Board of Directors and discussed thoroughly. At this point we see no reason to engage in further discussions or correspondence.

Regards,

Dick

On June 28, 2007, Mr. Belda sent a letter (the "June 28th Letter") to Mr. Evans reiterating Alcoa's willingness to consider value for Alcan's shareholders beyond that reflected in the outstanding Offer and stating his belief that Alcoa's effort to do so was consistent with Alcan's stated goal of finding additional value for Alcan's shareholders and the fiduciary duties of Alcan's board of directors. Mr. Belda reiterated that Alcoa and its advisors stood ready to engage in substantive discussions with Alcan and its board of directors at the earliest practicable time. The June 28th Letter is attached hereto as Exhibit 99(d) and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following are filed as exhibits to this report:

- 99(a) Letter issued by Alcoa Inc. to Alcan Inc., dated June 20, 2007.
- 99(b) Letter issued by Alcan Inc. to Alcoa Inc., dated June 22, 2007.
- 99(c) Letter issued by Alcoa Inc. to Alcan Inc., dated June 27, 2007.
- 99(d) Letter issued by Alcoa Inc. to Alcan Inc., dated June 28, 2007.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALCOA INC.

Date: July 3, 2007

By: /s/ Lawrence R. Purtell
Name: Lawrence R. Purtell
Title: Executive Vice President
and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99(a)	Letter issued by Alcoa Inc. to Alcan Inc., dated June 20, 2007.
99(b)	Letter issued by Alcan Inc. to Alcoa Inc., dated June 22, 2007.
99(c)	Letter issued by Alcoa Inc. to Alcan Inc., dated June 27, 2007.
99(d)	Letter issued by Alcoa Inc. to Alcan Inc., dated June 28, 2007.

June 20, 2007

Mr. Richard B. Evans
President and Chief Executive Officer
Alcan Inc.
1188 Sherbrooke Street West
Montreal, Quebec, Canada H3A 3G2

Dear Dick:

We have read with interest the recent press articles regarding a data room that you may have made available to third parties potentially interested in acquiring Alcan. If these stories are accurate, we would welcome the opportunity to visit the data room and review the information you are providing to others. That information would help us determine whether there is additional value for your shareholders that may be unlocked beyond that which we have already determined. We continue to believe that combining our two companies is the best alternative for both companies and all of our stakeholders.

We and our advisors are ready to begin our review immediately.

Very truly yours,

Alain J.P. Belda

June 22, 2007

Mr. Alain Belda
Chairman and CEO
Alcoa Inc.
390 Park Avenue
New York, NY 10022-4608

Dear Alain,

I received your e-mail of June 20, 2007 in reference to recent media reports that Alcan has made a data room available to third parties potentially interested in acquiring Alcan. As we have publicly stated, we are exploring alternatives consistent with the best interests of our shareholders which includes ongoing discussions with third parties. I am sure you can appreciate that we are conducting these discussions in a highly confidential and controlled manner in the interests of our shareholders. If you have an interest in discussing confidential information regarding Alcan, we would, of course, require the signing of an appropriate confidentiality agreement and standstill. Please advise me if you wish and are prepared to follow-up on this basis.

Sincerely,



Richard B. Evans
President and Chief Executive Officer

RBE:ED

[June 27, 2007 Letter]

Dear Dick,

Thank you for your letter of June 22. As discussed in our exchange of letters and our conversation last week, I understand that you and your Board are exploring alternatives that are consistent with the best interests of your stakeholders as well providing additional value for your shareholders.

I continue to believe that a combination of Alcan and Alcoa can provide the most value to all stakeholders, and I would like to determine whether there is additional value for your shareholders beyond that reflected in our offer. Your letter and subsequent conversations indicate a willingness to have further discussions if we reach an appropriate agreement on confidentiality and standstill. I want to work with you on such an agreement that takes into account the fact that we have an outstanding offer to the shareholders of Alcan.

I would welcome the opportunity to meet and to discuss these issues. I suggest that we meet in Montreal in the next few days to discuss both the confidentiality/standstill agreement and whether there is an opportunity to discuss substantive issues as well. I will give you a call this afternoon to see if there is a convenient time to meet with you and the appropriate members of your Board.

Best regards,

Alain

June 28, 2007

Mr Richard B. Evans
President and Chief Executive Officer
Alcan Inc.
1188 Sherbrooke Street West
Montreal, Quebec, Canada H3A 3G2

Dear Dick:

I cannot understand the response we received from you this morning. As I have indicated in our last two letters and our conversation, I am ready to consider value for your shareholders beyond that reflected in our outstanding offer. I thought this effort was consistent with your stated goal and your Board's fiduciary duties. I trust that you will agree with me that the only way you can be confident that you have maximized value for your shareholders and achieved a transaction that is in the best interests of your shareholders is to include us in any process you may be pursuing. I and our advisors stand ready to engage in substantive conversations with you and your Board at the earliest practicable time.

Best regards,

Alain Belda

cc: Y. Fortier
P. Tellier