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

**POST-EFFECTIVE AMENDMENT NO. 1
TO FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ALCOA INC.

(Exact name of Registrant as specified in its charter)

Pennsylvania
(State of Incorporation)

25-0317820
(I.R.S. Employer Identification No.)

390 Park Avenue
New York, New York 10022-4608
(Address of principal executive offices, including zip code)

2004 ALCOA STOCK INCENTIVE PLAN
(Full Title of the Plan)

J. Michael Schell
Executive Vice President – Business Development and Law
390 Park Avenue
New York, New York 10022-4608
(Name and address of agent for service)

Telephone number of agent for service (212) 836-2680

EXPLANATORY NOTE

Alcoa Inc. (“Alcoa”) registered 45,190,198 shares of its common stock, par value \$1.00 per share, for issuance under the 2004 Alcoa Stock Incentive Plan (the “2004 Plan”) pursuant to Registration Statement No. 333-115717 filed with the Securities and Exchange Commission on May 21, 2004 (the “Registration Statement”). Upon shareholder approval of the 2009 Alcoa Stock Incentive Plan (the “2009 Plan”) on May 8, 2009, the 2009 Plan replaced the 2004 Plan and no further awards will be made under the 2004 Plan.

This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister the 15,074,203 shares of Alcoa common stock that have not been issued and are not subject to issuance under outstanding awards under the 2004 Plan. Accordingly, Alcoa hereby withdraws these 15,074,203 shares from registration under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, the Commonwealth of Pennsylvania, on this 11th day of May, 2009.

ALCOA INC.
(Registrant)

By /s/ Tony R. Thene
Tony R. Thene
Vice President and Controller
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Klaus Kleinfeld</u> Klaus Kleinfeld	President and Chief Executive Officer; Director (Principal Executive Officer)	May 11th, 2009
<u>/s/ Charles D. McLane, Jr.</u> Charles D. McLane, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 11th, 2009
<u>/s/ Tony R. Thene</u> Tony R. Thene	Vice President and Controller (Principal Accounting Officer)	May 11th, 2009

Alain J. P. Belda, Kathryn S. Fuller, Carlos Ghosn, Joseph T. Gorman, Judith M. Gueron, Michael G. Morris, E. Stanley O'Neal, James W. Owens, Patricia F. Russo, Henry B. Schacht, Ratan N. Tata, Franklin A. Thomas and Ernesto Zedillo, each as a Director, on May 11th, 2009, by Donna C. Dabney, their attorney-in-fact.

/s/ Donna C. Dabney
Donna C. Dabney
Attorney-in-fact