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. 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

OWB APPRC	IVAL						
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

1. Name and Addres	1 0		2. Issuer Name and Ticker or Trading Symbol ALCOA INC [AA]		tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner
(Last) 201 ISABELLA	(First) STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/26/2010	X	Officer (give title below) Executive Vice Pr	Other (specify below) resident
(Street) PITTSBURGH PA 15212 (City) (State) (Zip)		15212 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting Person
		Table I - Non-Deriva	tive Securities Acquired, Disposed of, or Beneficial Securities Acquired, Disposed of, or Beneficial Security Securit	cially	Owned	

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3. 5. Amount of 6. Ownership 7. Nature Transaction Date Execution Date. Securities Form: Direct of Indirect (Month/Day/Year) Code (Instr. 8) if any Beneficially (D) or Indirect Beneficial (Month/Day/Year) Owned Following Ownership (I) (Instr. 4) Reported Transaction(s) (Instr. 4) (A) or (D) v Price Code Amount (Instr. 3 and 4)

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)		n of		Expiration Date (Month/Day/Year) curities or sposed (D) Str. 3, 4		7. Title and Amount of Securities Underlying 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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	(1)	11/26/2010		A		228		(2)	(2)	Common Stock	228	\$13.13	9,054	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. The reporting person may transfer the phantom stock into an alternative investment account under the Plan at times permitted under the Plan.

Remarks:

<u>Brenda Hart (Assistant</u> <u>Secretary), by power of</u> <u>attorney</u>

11/29/2010

** 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.

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