

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 hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>PLANT JOHN C</u> (Last) (First) (Middle) 201 ISABELLA STREET SUITE 200 (Street) PITTSBURGH PA 15212 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Howmet Aerospace Inc. [HWM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and Co-CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2020	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/06/2020		M		608,332	A	\$17.28 ⁽¹⁾	1,028,600	D	
Common Stock	08/06/2020		F		256,260 ⁽²⁾	D	\$17.28	772,340	D	
Common Stock								500,463	I	By Trust ⁽³⁾

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	Amount or Number of Shares				
Restricted Stock Unit ⁽⁴⁾	(1)	08/06/2020		M			486,666	(4)	(4)	Common Stock	486,666	\$0.0	3,828,332	D	
Restricted Stock Unit ⁽⁵⁾	(1)	08/06/2020		M			60,833	(5)	(5)	Common Stock	60,833	\$0	3,767,499	D	
Restricted Stock Unit ⁽⁶⁾	(1)	08/06/2020		M			60,833	(6)	(6)	Common Stock	60,833	\$0.0	3,706,666	D	

Explanation of Responses:

- Each restricted stock unit converted into common stock on a one-for-one basis.
- Represents payment of tax liability by delivering or withholding shares incident to the vesting of a stock award issued in accordance with Rule 16b-3.
- Shares held in grantor retained annuity trusts (GRATS), each of which the reporting person is the trustee and beneficiary.
- These restricted stock units vested on August 6, 2020, upon satisfaction of the condition of the continued employment of Mr. Plant as Chief Executive Officer of Howmet Aerospace Inc. (Howmet) through such date.
- These restricted stock units vested on August 6, 2020, upon satisfaction of the conditions that the Spinoff Date (as defined in the Letter Agreement, by and between Howmet and Mr. Plant, dated as of August 1, 2019 (the Letter Agreement) has occurred prior to August 6, 2020, and the continued employment of Mr. Plant as Chief Executive Officer of Howmet through such date.
- These restricted stock units vested on August 6, 2020, upon satisfaction of the conditions that Howmet's common stock achieve an Average Price (as defined in the Letter Agreement and, to take into account the separation of the Company, as set forth in the Employee Matters Agreement, dated as of March 31, 2020, by and between Howmet and Arconic Corporation) of \$32 per share, and the continued employment of Mr. Plant as Chief Executive Officer of Howmet through such date.

Remarks:

/s/ Margaret Lam (Assistant Secretary), by power of attorney. 08/10/2020

** 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.