## SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no long	ger subject to
Section 16. Form 4 or F	orm 5
obligations may continue	e. 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

#### OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

THOMAS FR			2. Issuer Name and Ticker or Trading Symbol <u>ALCOA INC</u> [ AA ] 3. Date of Earliest Transaction (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) X Other (specify below)							
(Last) (First) (Middle) 201 ISABELLA STREET		(Middle)	06/30/2010	Senior Advisor to the Board							
	o mada i										
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)							
PITTSBURGH	PA	15212		X Form filed by One Reporting Person							
				Form filed by More than One Reporting Person							
(City)	(State)	(Zip)		r eisui							
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

#### 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)	Transaction Code (Instr.						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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	06/30/2010		М		67,253	Α	(1)	83,222.6094 <sup>(2)</sup>	D	
Common Stock	06/30/2010		D		67,253	D	\$10.28	15,969.6094 <sup>(2)</sup>	D	

### 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)				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				
Phantom Stock Units	(1)	06/30/2010		М			67,253	(1)	06/30/2010	Common Stock	67,253	(1)	0	D	

#### Explanation of Responses:

1. On June 30, 2010, all of the reporting person's phantom stock units held under the Alcoa Deferred Fee Plan for Directors (the "Plan") were settled for cash in accordance with the terms of the Plan after termination of service as a director. Each phantom stock unit was the economic equivalent of one share of Alcoa Inc. common stock.

2. Includes shares acquired under the Alcoa Dividend Reinvestment Plan.

### Remarks:

### Brenda Hart (Assistant Secretary), by power of attorney

07/02/2010

\*\* 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.