FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										

01/19/2006

0.5

hours per response:

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					or Sec	tion 30(n) of the	investme	nt Con	прапу Аст	OI T	940							
1. Name and Address of Reporting Person*  KLEINFELD KLAUS				2. Issuer Name <b>and</b> Ticker or Trading Symbol ALCOA INC [ AA ]						5.	Check al	tionship of Reporting Person(s) to Issuer all applicable)						
REEINFELD REAUS												X [	Direc	tor	10	% O	wner	
(Last) 201 ISAE	(Fi BELLA STI	,	Middle)		3. Date of Earliest Transaction 01/17/2006				saction (Month/Day/Year)					Officer (give title below)		Other (s below)		specify
,					4. If An	nendment, Date o	of Origina	l Filed	(Month/Da	ay/Y	'ear)			ıal o	r Joint/Group	Filing (Che	ck A	oplicable
	JRGH PA		.5212								Li		Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(St	ate) (	Zip)															
		Tabl	e I - Nor	n-Deriva	ative S	ecurities Ac	quired	, Dis	posed o	of, c	or Ben	eficia	ally Ov	vne	ed			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					2A. Deemed Execution Date, if any (Month/Day/Year	3. Transaction Code (Instr. 8)		5)			nd Se Be Or Re	5. Amount of Securities Beneficially Owned Following Reported		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			action(s) 3 and 4)			
Common Stock 01/17/				/2006		P		550		A	\$29	2,481		2,481	D			
		Та				urities Acqu s, warrants,							y Own	ed				
Derivative Conversion Date Execution Date, or Exercise (Month/Day/Year) if any		4. Transactic Code (Insi			on Date	e Amo Secu Und Deri Secu		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( (Instr. 4)	Owners Form: Direct (I or Indire (I) (Instr	) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

**Explanation of Responses:** 

Remarks:

Brenda Hart (Assistant Secretary), by power of

Amount or Number

of Shares

<u>attorney</u>

Title

Expiration

Date

Date Exercisable

\*\* 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).

Code

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.

(A)

(D)