

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 7, 2002

ALCOA INC.

(Exact name of Registrant as specified in its charter)

Pennsylvania

(State or Other Jurisdiction
of Incorporation)

1-3610

(Commission
File Number)

25-0317820

(I.R.S. Employer
Identification Number)

201 Isabella Street, Pittsburgh, Pennsylvania

(Address of Principal Executive Offices)

15212-5858

(Zip Code)

Office of Investor Relations

212-836-2674

Office of the Secretary

412-553-4707

(Registrant's telephone number, including area code)

Item 5. OTHER EVENTS.

Alcoa Inc. announced that its Chairman and Chief Executive Officer, Alain J. P. Belda, and Executive Vice President and Chief Financial Officer, Richard B. Kelson, submitted sworn statements today to the U.S. Securities and Exchange Commission (SEC) affirming the SEC filings made by the company in 2002. The personal certifications were submitted in accordance with SEC Order No. 4-460.

Copies of the press release and the sworn statements of Messrs. Belda and Kelson are filed herewith as Exhibits 99.1, 99.2 and 99.3, respectively, and are hereby incorporated herein by reference.

Other Recent Developments

On August 7, 2002, Moody's Investors Service announced in a corrected press release that it had downgraded the long-term debt ratings of Alcoa from A1 to A2 and its rated subsidiaries from A2 to A3. Alcoa's Prime-1 short-term rating was not affected at this time.

In July 2002, Standard and Poor's Rating Services reaffirmed Alcoa's long-term debt rating of A+ and its short-term debt rating of A-1.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

99.1 Press Release dated August 7, 2002.

99.2 Statement Under Oath of Principal Executive Officer.

99.3 Statement Under Oath of Principal Financial Officer.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALCOA INC.

By: /s/ Lawrence R. Purtell

Lawrence R. Purtell
Executive Vice President and
General Counsel

Dated: August 7, 2002

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
99.1	Press Release dated August 7, 2002.
99.2	Statement Under Oath of Principal Executive Officer.
99.3	Statement Under Oath of Principal Financial Officer.

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412-553-1424

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Alcoa Inc.
212-836-2674

Alcoa CEO and CFO Certify Company's Financial Statements

Pittsburgh - August 7, 2002 - Alcoa Inc. announced that its Chairman and CEO, Alain Belda, and Executive Vice President and CFO, Rick Kelson, signed and submitted sworn statements today to the U.S. Securities and Exchange Commission (SEC) affirming the SEC filings made by the company in 2002.

"Alcoa has long had in place systems, procedures and controls to ensure the accuracy of our results, and we continually refine and improve upon these measures," said Belda. "This stems from our long-held company values, which are designed to foster a culture of integrity and accountability. Integrity is a bedrock principle upon which Alcoa has operated in the 19th, 20th, and now the 21st century. We will continue to think, act, and lead for the long-term.

"Alcoa supports the drive for better governance across the corporate sector. We believe the New York Stock Exchange guidelines and the requirements of the Sarbanes-Oxley Act offer opportunities to improve governance. Alcoa already has a strong internal governance structure in place, and we anticipate no problem in fulfilling all of the new requirements," said Belda.

Belda and Kelson's personal certifications, as well as the entire certification process, were reviewed with the company's audit committee. The personal certifications were submitted in accordance with SEC Order No. 4-460. The documents covered include Alcoa's 10-K for 2001, its 10-Q's for the first and second quarters of 2002, its 2002 proxy statement and all 8-K's filed in 2002 to the date of the statements.

Alcoa is the world's leading producer of primary aluminum, fabricated aluminum and alumina, and is active in all major aspects of the industry. Alcoa serves the aerospace, automotive, packaging, building and construction, commercial transportation and industrial markets, bringing design, engineering, production and other capabilities of Alcoa's businesses to customers. In addition to aluminum products and components, Alcoa also markets consumer brands including Reynolds Wrap(R) foils and plastic wraps, Alcoa(R) wheels, and Baco(R) household wraps. Among its other businesses are vinyl siding, closures, precision castings, and electrical distribution systems for cars and trucks. The company has 129,000 employees in 38 countries.

Note: Last week Alain Belda wrote to Alcoa employees worldwide discussing integrity, accountability and ethics. To view the letter to employees, go to http://www.alcoa.com/global/en/investment/corp_governance.asp.

Forward Looking Statement

Certain statements relate to future events and expectations and as such constitute forward-looking statements involving known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of Alcoa to be different from those expressed or implied in the forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include changes in legislation and other risk factors summarized in Alcoa's 2001 10-K report and other SEC reports.

Statement Under Oath of Principal Executive Officer
and Principal Financial Officer Regarding Facts and
Circumstances Relating to Exchange Act Filings

I, Alain J. P. Belda, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Alcoa Inc., and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement is a "covered report":

- o Annual Report on Form 10-K for the year ended December 31, 2001 of Alcoa Inc.;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Alcoa Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ Alain J. P. Belda

Alain J. P. Belda
August 6, 2002

Subscribed and sworn to
before me this 06 day of
August, 2002.

/s/ Gina Gulino

Notary Public

My Commission Expires: 12/28/02
GINA GULINO
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01GU6018092
QUALIFIED IN QUEENS COUNTY
CERT. FILED IN NEW YORK COUNTY
COMMISSION EXPIRES DEC. 28, 2002

Statement Under Oath of Principal Executive Officer
and Principal Financial Officer Regarding Facts and
Circumstances Relating to Exchange Act Filings

I, Richard B. Kelson, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Alcoa Inc., and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

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- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Alcoa Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ Richard B. Kelson

Richard B. Kelson
August 6, 2002

Subscribed and sworn to
before me this 06 day of
August, 2002.

/s/ Gina Gulino

Notary Public

My Commission Expires: 12/28/02
GINA GULINO
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01GU6018092
QUALIFIED IN QUEENS COUNTY
CERT. FILED IN NEW YORK COUNTY
COMMISSION EXPIRES DEC. 28, 2002