

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SCHACHT HENRY B</u> (Last) (First) (Middle) <u>201 ISABELLA STREET</u> (Street) <u>PITTSBURGH PA 15212</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALCOA INC [AA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Senior Advisor to the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2010</u>	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2010		M		2,088	A	(1)	21,194.0831 ⁽²⁾	D	
Common Stock	06/30/2010		D		2,088	D	\$10.28	19,106.0831 ⁽²⁾	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. 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
Phantom Stock Units	(3)	06/30/2010 ⁽⁴⁾		A		1,884		(5)	(5)	Common Stock	1,884	\$14.6	35,138	D	
Phantom Stock Units	(1)	06/30/2010		M			2,088	(1)	06/30/2010	Common Stock	2,088	(1)	33,050	D	
Phantom Stock Units	(3)	07/01/2010		A		5,481		(5)	(5)	Common Stock	5,481	\$10.035	38,555	D	

Explanation of Responses:

- On June 30, 2010, 2,088 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.
- Includes shares acquired under the Alcoa Dividend Reinvestment Plan.
- Each phantom stock unit is the economic equivalent of one share of Alcoa Inc. common stock.
- Credited to the reporting person's account under the Alcoa 2005 Deferred Fee Plan for Directors (the "2005 Plan") on June 30, 2010 effective as of April 1, 2010 to correct a plan administrative error.
- The phantom stock units were acquired under the 2005 Plan and are to be paid out in cash in accordance with the terms of the 2005 Plan after termination of service as a director.

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.