

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Oplinger William F</u> (Last) (First) (Middle) 390 PARK AVENUE (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/01/2013	3. Issuer Name and Ticker or Trading Symbol <u>ALCOA INC [AA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP & CFO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	35,461.1346	D	
Common Stock	3,462	I	By Company 401(k) Plan

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(1)	01/17/2014	Common Stock	4,592	28.79	D	
Employee Stock Option (right to buy)	(2)	01/23/2015	Common Stock	16,867	8.33	D	
Employee Stock Option (right to buy)	(3)	01/26/2020	Common Stock	15,240	13.54	D	
Employee Stock Option (right to buy)	(4)	01/25/2021	Common Stock	5,340	16.24	D	
Employee Stock Option (right to buy)	(5)	01/20/2022	Common Stock	99,600	10.17	D	
Employee Stock Option (right to buy)	(6)	01/16/2023	Common Stock	90,240	8.88	D	
Phantom Stock Units	(7)	(7)	Common Stock	1,545	(8)	D	

Explanation of Responses:

- The option vested in three equal annual installments beginning January 17, 2009.
- The option was part of an option grant that vested in three equal annual installments beginning January 23, 2010. The remaining portion of the grant held by the reporting person as shown in the table vested on January 23, 2012.
- The option vested in three equal annual installments beginning January 26, 2011.
- The option vests in three equal annual installments beginning January 25, 2012.
- The option vests in three equal annual installments beginning January 20, 2013.
- The option vests in three equal annual installments beginning January 16, 2014.
- Phantom stock units were acquired under the Alcoa Deferred Compensation Plan and are to be paid out in cash after termination of employment. The reporting person may transfer the phantom stock into an alternative investment account under the Plan at times permitted under the Plan.
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Remarks:

Brenda Hart (Assistant Secretary), by power of attorney 04/05/2013

** 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 5 (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.

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby names, constitutes and appoints the Secretary and each Assistant Secretary of ALCOA INC., a Pennsylvania corporation (the "Company"), or any of them, the undersigned's true and lawful attorney-in-fact and agent to:

(1) prepare, sign for and on behalf of the undersigned, and submit to the U.S. Securities and Exchange Commission (the "SEC"), a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) prepare, and sign for and on behalf of the undersigned, as to any equity securities of the Company, Forms 3, 4 and/or 5, including amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) timely file any such Forms 3, 4 and/or 5, including amendments thereto, with the SEC and any stock exchange or similar authority and deliver a copy thereof to the Company in care of the Secretary; and

(4) take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to each of such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in equity securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be

executed on the date set opposite the signature below.

/s/ William F. Oplinger

3/26/13

Signature

Date

William F. Oplinger

Print Name