SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*

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

2. Issuer Name and Ticker or Trading Symbol

ALCOA INC [AA]

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

<u>Wieser Helmut</u>					ALCOA INC [AA]							irector		10% Owr		
(Last) (First) (Middle) 201 ISABELLA STREET					3. Date of Earliest Transaction (Month/Day/Year) 02/26/2008							X Officer (give title Other (specify below) below) Executive Vice President				
(Street) PITTSBURGH PA 15212 (City) (State) (Zip)					mendment, Date (ial File	ne) X Fo Fo	idual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person								
(- 9)		,	ble I - Non-Deriv	vative	Securities Ac	auire	d Di	snosed o	f or Be	eneficia		ned				
1. Title of Security (Instr. 3) (Month/Date)					2A. Deemed Execution Date,	3. 4		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a			5) 5. A Ben Ow	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ct I ect E	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) or (D)	Price	Tra	nsaction(s) tr. 3 and 4)		ľ	insu: 4)	
Common	Stock		02/26/	2008		М		20,000	A	\$28.9	25	186,905	D			
Common	Stock		02/26/	2008		М		23,800	A	\$22.5	55	210,705	D			
Common	Stock		02/26/	2008		S		200	D	\$38.9	15	210,505	D			
Common	Stock		02/26/	2008		S		700	D	\$38.9)1	209,805				
Common	Stock		02/26/	2008		S		100	D	\$38.90)75	209,705	D			
Common		02/26/	2008		S		800	D	\$38.9	05	208,905	D				
Common		02/26/	2008		S		400	D	\$38.	9	208,505	D				
Common		02/26/	2008		S		1,200	D	\$38.8	39	207,305	D				
Common		02/26/	2008		S		700	D	\$38.8	38	206,605	D				
Common		02/26/	2008		S		300	D	\$38.8	37	206,305	D				
Common		02/26/	2008		S		500	D	\$38.8	36	205,805	D				
Common	Stock		02/26/	2008		S		500	D	\$38.8	55	205,305	D			
Common	Stock		02/26/	2008		S		5,122	D	\$38.8	35	200,183				
Common	Stock		02/26/	2008		S		6,819	D	\$38.8	34	193,364				
Common	Stock		02/26/	2008		S		8,729	D	\$38.8	33	184,635	D			
Common	Stock		02/26/	2008		S		100	D	\$38.8	\$ 38.825 184,535		D			
Common	Stock		02/26/	2008		S		17,600	D	\$38.8	\$38.82 166		D			
Common	Stock		02/26/	2008		S		30	D	\$38.8	538.81 166,9		D			
Common	Stock		02/26/	2008		S		6,768	D	\$38.56	649	160,137	D			
Common	Stock		02/27/	2008		S		8,232	D	\$39.00	071	151,905	D			
Common Stock												492	I		By Company 101(k) Plan	
			Table II - Deriva									ed				
1. Title of	2.	3. Transaction		outs, ca	alls, warrants			convertit		nd Amour		e of 9. Numb	er of 10.		11. Nature	
Derivative Conversion		Date Execution Date, (Month/Day/Year) if any			ansaction of		Expiration Date (Month/Day/Year)			nd Amour ities ng ve Security and 4)	Derivative Security	itive derivativ ity Securitie	e Own s Forn ally Dire or In g (I) (Ii	ership n: ct (D) direct nstr. 4)	of Indirect Beneficial Ownership (Instr. 4)	

		-	Table II - Deriv (e.g.,					uired, Dis , options, _{Date}				Owned			
1. Title of -Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	ansaction 3A. Deemed Code V 6A.Nu(tit)er ExBateroi Statute and 7itTietle a farmation of Expertise Statute of Statute of Securities if any (Month/Day/Year) 8 Securities (Month/Day/Year) Experimentation of Securities (Month/Day/Year) Batteroi Statute of Securities (Month/Day/Year) Batteroi Statute of Securities (Month/Day/Year) Securities (Month/Day/Year) Batteroi Statute of Securities (Month/Day/Year) Securities (Month/		of Securit Underlyin Derivative	iffitle and Shaces of Securities Jnderlying Derivative Security Instr. 3 and 4)		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	Expiration	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$28.925	02/26/2008		М			20,000	(1)	01/12/2012	Common Stock	20,000	\$0 ⁽²⁾	65,540 ⁽³⁾	D	
Employee Stock Option (right to buy)	\$22.555	02/26/2008		М			23,800	(4)	01/10/2013	Common Stock	23,800	\$0 ⁽²⁾	0 ⁽³⁾	D	

Explanation of Responses:

1. This option is part of an option grant that vests in three equal annual installments beginning January 12, 2007.

2. Employee stock options are granted without payment of consideration.

3. In the aggregate, a total of 276,426 employee stock options (with various exercise prices and expiration dates) were beneficially owned by the reporting person as of the date of this report.

4. This option is part of an option grant that vested in three equal annual installments beginning January 10, 2004.

Remarks:

Brenda Hart (Assistant Secretary), by power of attorney

02/28/2008

** 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.