

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

ALCOA INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State of Incorporation)

25-0317820
(I.R.S. Employer Identification No.)

390 Park Avenue
New York, New York 10022-4608
(Address of principal executive offices, including zip code)

ALCOA SAVINGS PLAN FOR BARGAINING EMPLOYEES
ALCOA SAVINGS PLAN FOR NON-BARGAINING EMPLOYEES
ALCOA SAVINGS PLAN FOR SUBSIDIARY AND AFFILIATE EMPLOYEES
(Full Titles of Plans)

Lawrence R. Purtell
Executive Vice President and General Counsel
390 Park Avenue
New York, New York 10022-4608
(Name and address of agent for service)

Telephone number of agent for service (212) 836-2650

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1) (2) (3)	Proposed Maximum Offering Price Per Share (4)	Proposed Maximum Aggregate Offering Price (4)	Amount of Registration Fee (5)
Alcoa Inc. common stock, \$1.00 par value	15,000,000 shares	\$ 36.77	\$ 551,550,000	\$ 16,932.59

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of interests to be offered or sold pursuant to the Plans described herein.
- (2) This Registration Statement also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.
- (3) The number of shares of common stock of Alcoa Inc. ("Alcoa"), par value \$1.00 per share ("Common Stock"), to be registered is to be allocated to the Plans described herein as follows: 5,500,000 shares to the Alcoa Savings Plan for Bargaining Employees, 9,000,000 shares to the Alcoa Savings Plan for Non-Bargaining Employees and 500,000 shares to the Alcoa Savings Plan for Subsidiary and Affiliate Employees.
- (4) Estimated solely for the purpose of calculating the registration fee, based on the average of the high and low prices of shares of the Common Stock reported on the New York Stock Exchange on September 25, 2007.
- (5) Pursuant to Rule 457(p) under the Securities Act of 1933, as amended, the total filing fee due for this Registration Statement (\$16,932.59) is offset by a filing fee of \$22,156 previously paid by Alcoa under Registration Statement No. 333-142669 on Form S-4 initially filed by Alcoa with the Commission on May 7, 2007, as amended on June 7, 2007, and withdrawn on July 12, 2007. No securities were issued under Registration Statement No. 333-142669.

The contents of the earlier Registration Statements on Form S-8 filed by Alcoa with the Securities and Exchange Commission on March 15, 2000 (File No. 333-32516), as amended to date, on June 24, 2003 (File No. 333-106411), as amended to date, and on September 20, 2005 (File No. 333-128445), relating to the Alcoa Savings Plan for Bargaining Employees, the Alcoa Savings Plan for Non-Bargaining Employees, and the Alcoa Savings Plan for Subsidiary and Affiliate Employees, are incorporated by reference in this Registration Statement. This incorporation is made under General Instruction E of Form S-8 regarding the registration of additional securities of the same class as other securities for which there has been filed a Registration Statement on Form S-8 relating to the same employee benefit plan.

This Registration Statement is being filed to register an additional 15,000,000 shares of Common Stock, together with an indeterminate number of plan interests, for offer and sale under the Alcoa Savings Plan for Bargaining Employees, the Alcoa Savings Plan for Non-Bargaining Employees and the Alcoa Savings Plan for Subsidiary and Affiliate Employees (collectively, the "Plans"), of which 5,500,000 shares, 9,000,000 shares and 500,000 shares, respectively, are being allocated to such Plans.

With this filing, the following respective number of shares of Common Stock, as adjusted for the 2-for-1 stock split effective June 9, 2000, are allocated to the Plans from the aggregate amount originally registered under Registration Statement No. 333-32516, as amended to date, Registration Statement No. 333-106411, as amended to date, Registration Statement No. 333-128445 and this Registration Statement:

<u>Plan Name</u>	<u>Shares</u>
Alcoa Savings Plan for Bargaining Employees	13,860,000
Alcoa Savings Plan for Non-Bargaining Employees	24,104,327
Alcoa Savings Plan for Subsidiary and Affiliate Employees	4,500,000

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The Securities and Exchange Commission (SEC) allows Alcoa to “incorporate by reference” in this Registration Statement the information in the documents that it files with the SEC, which means that Alcoa can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this Registration Statement, and information in documents that Alcoa files later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this Registration Statement. Alcoa incorporates by reference in this Registration Statement the documents listed below and any future filings that it or the Plans may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) until all of the securities that may be offered by this Registration Statement are sold, except that Alcoa is not incorporating by reference any information that is not deemed to be filed under those sections or that is furnished under either Item 2.02 or Item 7.01 of any Current Report on Form 8-K.

- Alcoa’s Annual Report on Form 10-K for the fiscal year ended December 31, 2006 and the Plans’ Annual Report on Form 11-K for the fiscal year ended December 31, 2006;
- Alcoa’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, and June 30, 2007;
- Alcoa’s Current Reports on Form 8-K filed on January 19 (two Reports), January 25, February 1, February 16, March 1, April 25, May 7, July 3, July 6, July 10, July 12 (second Report), August 15, September 12 and September 20, 2007; and
- The description of Alcoa’s Common Stock contained in Alcoa’s Registration Statement on Form S-3 (File No. 333-74874), filed December 10, 2001.

Alcoa will furnish without charge to you, upon written or oral request, a copy of any or all of the documents described above, except for exhibits to those documents, unless the exhibits are specifically incorporated by reference into those documents. Requests for copies should be addressed to:

Alcoa Inc.
Attention: Investor Relations
390 Park Avenue
New York, New York 10022-4608
Telephone: (212) 836-2674

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The validity of the Common Stock to be issued in connection with the Plans will be passed upon by Thomas F. Seligson, Esq., Counsel of Alcoa. Mr. Seligson is paid a salary by Alcoa, is a participant in various benefit plans offered by Alcoa to employees of Alcoa generally, and beneficially owns, or has rights to acquire, an aggregate of less than 1% of Alcoa’s outstanding Common Stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Alcoa has purchased a liability insurance policy with an aggregate limit of \$200 million, with certain specified deductible amounts for liability of directors and officers and reimbursement to Alcoa for indemnification provided to directors and officers. The policy has an expiration date of October 1, 2007 and provides liability insurance and reimbursement coverage for Alcoa, and its directors and officers, which is permitted by the laws of Pennsylvania.

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4(a)	Articles of Alcoa, as amended (incorporated by reference to Exhibit 3(a) to Alcoa's Quarterly Report on Form 10-Q (Commission file number 1-3610) for the quarter ended June 30, 2000).
4(b)	By-laws of Alcoa, as amended (incorporated by reference to Exhibit 3 to Alcoa's Current Report on Form 8-K filed on September 20, 2007).
5(a)	Opinion of Thomas F. Seligson, Counsel of Alcoa.
5(b)	In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5) of Regulation S-K, Alcoa hereby confirms that it has submitted the Plans and undertakes that it will submit all amendments thereto to the Internal Revenue Service (the "IRS") in a timely manner, and that it has made or will make all changes required by the IRS in order to qualify the Plans under Section 401 of the Internal Revenue Code.
15	Letter regarding unaudited interim financial information.
23(a)	Consent of PricewaterhouseCoopers LLP.
23(b)	Consent of Counsel (included as part of Exhibit 5(a)).
24	Power of Attorney of certain directors of Alcoa (incorporated by reference to Exhibit 24 to Alcoa's Annual Report on Form 10-K for the year ended December 31, 2006).

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, the Commonwealth of Pennsylvania, on this 26th day of September, 2007.

ALCOA INC.
(Registrant)

By: /s/ Joseph R. Lucot
Joseph R. Lucot
Vice President and Controller
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Alain J.P. Belda</u> Alain J.P. Belda	Chairman of the Board and Chief Executive Officer; Director (Principal Executive Officer)	September 26, 2007
<u>/s/ Charles D. McLane, Jr.</u> Charles D. McLane, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	September 26, 2007
<u>/s/ Joseph R. Lucot</u> Joseph R. Lucot	Vice President and Controller (Principal Accounting Officer)	September 26, 2007

Kathryn S. Fuller, Carlos Ghosn, Joseph T. Gorman, Judith M. Gueron, Klaus Kleinfeld, James W. Owens, Henry B. Schacht, Franklin A. Thomas and Ernesto Zedillo, each as a Director (constituting a majority of the Board of Directors), on September 26, 2007, by Donna C. Dabney, their attorney-in-fact.

/s/ Donna C. Dabney
Donna C. Dabney
Attorney-in-fact

The Plans. Pursuant to the requirements of the Securities Act of 1933, the Plans' Benefits Management Committee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, the State of New York, on this 26th day of September, 2007.

ALCOA INC. BENEFITS MANAGEMENT COMMITTEE

By: /s/ Regina Hitchery
Regina Hitchery, Member

By: /s/ Charles D. McLane, Jr.
Charles D. McLane, Jr., Member

By: /s/ Lawrence R. Purtell
Lawrence R. Purtell, Member

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5(a)	Opinion of Thomas F. Seligson, Counsel of Alcoa.
5(b)	In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5) of Regulation S-K, Alcoa hereby confirms that it has submitted the Plans and undertakes that it will submit all amendments thereto to the Internal Revenue Service (the "IRS") in a timely manner, and that it has made or will make all changes required by the IRS in order to qualify the Plans under Section 401 of the Internal Revenue Code.
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September 26, 2007

Alcoa Inc.
390 Park Avenue
New York, NY 10022-4608

Ladies and Gentlemen:

This opinion is furnished in connection with the registration by Alcoa Inc. (the "Company") pursuant to a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "1933 Act"), of an aggregate of 15,000,000 shares of common stock, \$1.00 par value, of the Company (the "Shares"), that are to be offered and sold by the Company through the Alcoa Savings Plan for Bargaining Employees, the Alcoa Savings Plan for Non-Bargaining Employees and the Alcoa Savings Plan for Subsidiary and Affiliate Employees (collectively, the "Plans").

As a Counsel of the Company, I am of the opinion, based upon my familiarity with the affairs of the Company and upon my examination of the law and pertinent documents, that the Shares, when issued and sold pursuant to the Plans, will be legally issued, fully paid and non-assessable shares of common stock of the Company.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission (the "Commission") as an Exhibit to the Registration Statement with respect to the Shares under the 1933 Act. In giving this consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the 1933 Act or the Rules and Regulations of the Commission issued thereunder.

Very truly yours,

/s/ Thomas F. Seligson

Thomas F. Seligson
Counsel

September 26, 2007

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We are aware that our report dated May 8, 2007 on our review of interim financial information of Alcoa Inc. and its subsidiaries (the "Company") for the three-month period ended March 31, 2007 and 2006 and our report dated July 26, 2007 on our review of interim financial information of the Company for the three-month and six-month periods ended June 30, 2007 and June 30, 2006 and included in the Company's quarterly report on Form 10-Q for the quarters ended March 31, 2007 and June 30, 2007 are incorporated by reference in this Registration Statement on Form S-8 dated September 26, 2007.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 15, 2007 relating to the financial statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in the 2006 Annual Report to Shareholders of Alcoa Inc. and its subsidiaries (the "Company"), which is incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 2006. We also consent to the incorporation by reference of our report dated February 15, 2007 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

We also consent to the incorporation by reference in this Registration Statement of our report dated June 29, 2007 relating to the financial statements, which appears in the Annual Report of the Alcoa Savings Plan for Bargaining Employees, the Alcoa Savings Plan for Non-Bargaining Employees, and the Alcoa Savings Plan for Subsidiary and Affiliate Employees on Form 11-K for the year ended December 31, 2006.

/s/ PricewaterhouseCoopers LLP

Pittsburgh, Pennsylvania
September 26, 2007