

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934  
(Amendment No.: 3 )\*

Name of issuer: ALCOA  
Title of Class of Securities: Common Stock  
CUSIP Number: 022249106

Check the following [space] if a fee is being paid with this statement:  
. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See rule 13d-7.)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following page(s))

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CUSIP No.: 022249106 Page 2 of 4 Pages

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Vanguard/Windsor Fund, Inc.
2. CHECK THE APPROPRIATE [LINE] IF A MEMBER OF A GROUP  
A. B. X
3. SEC USE ONLY

4. CITIZENSHIP OF PLACE OF ORGANIZATION  
  
Maryland

(For questions 5-8, report the number of shares beneficially owned by each reporting person with:)

5. SOLE VOTING POWER  
  
7,062,900
6. SHARED VOTING POWER  
  
-0-
7. SOLE DISPOSITIVE POWER  
  
-0-

8. SHARED DISPOSITIVE POWER

7,062,900

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,062,900

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.99%

12. TYPE OF REPORTING PERSON

IV

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G  
Under the Securities Act of 1934

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Check the following [line] if a fee is being paid with this statement

Item 1(a) - Name of Issuer:

ALCOA

Item 1(b) - Address of Issuer's Principal Executive Offices:

1501 Alcoa Building, Pittsburgh, PA 15219

Item 2(a) - Name of Person Filing:

Vanguard/Windsor Fund, Inc.

Item 2(b) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

022249106

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. The person filing is an investment company registered under Section 8 of the Investment Company Act.

Item 4 - Ownership:

(a) Amount Beneficially Owned:

7,062,900

(b) Percent of Class:

7.99%

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Item 1(a) - Name of Issuer:

Burlington Resources, Inc.

Item 1(b) - Address of Issuer's Principal Executive Offices:

999 Third Avenue, Seattle, WA 98104

Item 2(a) - Name of Person Filing:

Vanguard/Windsor Fund, Inc.

Item 2(b) - Title of Class of Securities:

Common Stock

Item 2(e) - CUSIP Number

122018108

Item 3 - Type of Filing:

This statement is being filed pursuant to Rule 13d-1. The person filing is an investment company registered under Section 8 of the Investment Company Act.

Item 4 - Ownership:

(a) Amount Beneficially Owned:

8,041,900

(b) Percent of Class:

6.17%

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(c) Number of shares as to which such person has:

(i) sole power to vote or direct to vote: 8,041,900

(ii) shared power to vote or direct to vote: -0-

(iii) sole power to dispose of or to direct the disposition of:  
-0-

(iv) shared power to dispose or to direct the disposition of:  
8,041,900

Item 5 - Ownership of Five Percent or Less of a Class:

Not applicable

Item 6 - Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable

Item 7 - Identification and Classification of the Subsidiary Which Acquired  
The Security Being Reported on by the Parent Holding Company:

Not applicable

Item 8 - Identification and Classification of Members of Group:

Not applicable

Item 9 - Notice of Dissolution of Group:

Not applicable

Item 10 - Certification:

By signing below I certify that, to the best of my knowledge and belief,  
the securities referred to above were acquired in the ordinary course of  
business and were not acquired for the purpose of and do not have the effect  
of changing or influencing the control of the issuer of such securities and  
were not acquired in connection with or as a participant in any transaction  
having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I  
certify that the information set forth in this statement is true, complete  
and correct.

Date 2-10-94

By /s/ Raymond J. Klapinsky  
Raymond J. Klapinsky