

ALCOA INC
Form 4
May 20, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BELDA ALAIN J P

(Last) (First) (Middle)
201 ISABELLA STREET
(Street)

PITTSBURGH, PA 15212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALCOA INC [AA]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of the Board

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/16/2008 | | M | | 172,267 | A | \$ 36.87 |
| Common Stock | 05/16/2008 | | F | | 159,180 | D | \$ 43.15 |
| Common Stock | 05/16/2008 | | S | | 2,400 | D | \$ 42.49 |
| Common Stock | 05/16/2008 | | S | | 1,000 | D | \$ 42.475 |
| Common Stock | 05/16/2008 | | S | | 1,900 | D | \$ 42.47 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|
| Common Stock | 05/16/2008 | S | 1,500 | D | \$ 42.46 | 1,564,652 | D |
| Common Stock | 05/16/2008 | S | 2,900 | D | \$ 42.45 | 1,561,752 | D |
| Common Stock | 05/16/2008 | S | 1,900 | D | \$ 42.42 | 1,559,852 | D |
| Common Stock | 05/16/2008 | S | 8,100 | D | \$ 42.4 | 1,551,752 | D |
| Common Stock | 05/16/2008 | S | 3,500 | D | \$ 42.38 | 1,548,252 | D |
| Common Stock | 05/16/2008 | S | 2,024 | D | \$ 42.37 | 1,546,228 | D |
| Common Stock | 05/16/2008 | S | 4,200 | D | \$ 42.36 | 1,542,028 | D |
| Common Stock | 05/16/2008 | S | 976 | D | \$ 42.35 | 1,541,052 | D |
| Common Stock | 05/16/2008 | S | 3,000 | D | \$ 42.34 | 1,538,052 | D |
| Common Stock | 05/16/2008 | S | 3,600 | D | \$ 42.33 | 1,534,452 | D |
| Common Stock | 05/16/2008 | S | 1,300 | D | \$ 42.32 | 1,533,152 | D |
| Common Stock | 05/16/2008 | S | 5,200 | D | \$ 42.31 | 1,527,952 | D |
| Common Stock | 05/16/2008 | S | 1,500 | D | \$ 42.3 | 1,526,452 | D |
| Common Stock | 05/16/2008 | S | 5,000 | D | \$ 42.29 | 1,521,452 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|-------|---|------------------------|
| Common Stock | | | | | | 7,712 | I | By Company 401(k) Plan |
|--------------|--|--|--|--|--|-------|---|------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date | 7. Title and Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|----------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|----------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | |
|--------------------------------------|--|----------------------|------------------|--|------------------|------------------|--------------|
| | | | Code V | (A) | (D) | Title | |
| | | | | | Date Exercisable | Expiration Date | |
| Employee Stock Option (right to buy) | \$ 36.87 | 05/16/2008 | M | 172,267 | 08/15/2002 | 01/12/2011 | Common Stock |
| Employee Stock Option (right to buy) | \$ 43.15 | 05/16/2008 | A ⁽³⁾ | 159,180 | 11/16/2008 | 01/12/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BELDA ALAIN J P 201 ISABELLA STREET PITTSBURGH, PA 15212 | X | | Chairman of the Board | |

Signatures

Brenda Hart (Assistant Secretary), by power of attorney
05/20/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Employee stock options are granted without payment of consideration
- (2) In the aggregate, a total of 4,289,878 employee stock options (with various prices and expiration dates) were beneficially owned by the reporting person as of the date of this report.
- (3) These are reload stock options granted in connection with the reporting person's exercise of outstanding options and payment of the option exercise costs by delivering to the Company (or selling) shares, as applicable, as reported herein.

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