

THOMAS PAUL D  
Form 4  
July 17, 2007

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
THOMAS PAUL D

(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)  
07/13/2007

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)  
Executive Vice President

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 or Price		
Common Stock	07/13/2007		M		40,000 A \$ 22.555	(1)	D
Common Stock	07/13/2007		M		13,567 A \$ 28.925	(1)	D
Common Stock	07/13/2007		M		20,000 A \$ 22.555	(1)	D
Common Stock	07/13/2007		M		20,000 A \$ 35.655	(1)	D
Common Stock	07/13/2007		M		9,003 A \$ 32.03	(1)	D

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Common Stock	07/13/2007	M	40,000	A	\$ 29.54	<u>376,762.8903</u> (1)	D	
Common Stock	07/13/2007	M	20,000	A	\$ 35.22	<u>396,762.8903</u> (1)	D	
Common Stock	07/13/2007	M	10,000	A	\$ 34.55	<u>406,762.8903</u> (1)	D	
Common Stock	07/13/2007	S	13,567	D	\$ 47.14	<u>393,195.8903</u> (1)	D	
Common Stock	07/13/2007	S	100	D	\$ 47.105	<u>393,095.8903</u> (1)	D	
Common Stock	07/13/2007	S	15,800	D	\$ 47.1	<u>377,295.8903</u> (1)	D	
Common Stock	07/13/2007	S	900	D	\$ 47.095	<u>376,395.8903</u> (1)	D	
Common Stock	07/13/2007	S	300	D	\$ 47.09	<u>376,095.8903</u> (1)	D	
Common Stock	07/13/2007	S	22,800	D	\$ 47.085	<u>353,295.8903</u> (1)	D	
Common Stock	07/13/2007	S	100	D	\$ 47.08	<u>353,195.8903</u> (1)	D	
Common Stock	07/13/2007	F	13,659	D	\$ 47.35	<u>339,536.8903</u> (1)	D	
Common Stock	07/13/2007	F	17,009	D	\$ 47.35	<u>322,527.8903</u> (1)	D	
Common Stock	07/13/2007	F	7,240	D	\$ 47.35	<u>315,287.8903</u> (1)	D	
Common Stock	07/13/2007	F	30,891	D	\$ 47.35	<u>284,396.8903</u> (1)	D	
Common Stock	07/13/2007	F	16,898	D	\$ 47.35	<u>267,498.8903</u> (1)	D	
Common Stock	07/13/2007	F	8,364	D	\$ 47.35	<u>259,134.8903</u> (1)	D	
Common Stock						1,644	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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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.555	07/13/2007		M		40,000		<u>(2)</u>	01/10/2013	Common Stock	40,000
Employee Stock Option (right to buy)	\$ 28.925	07/13/2007		M		13,567		<u>(5)</u>	01/12/2012	Common Stock	13,567
Employee Stock Option (right to buy)	\$ 22.555	07/13/2007		M		20,000		<u>(2)</u>	01/10/2013	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 35.655	07/13/2007		M		20,000	12/31/2005	01/15/2010		Common Stock	20,000
Employee Stock Option (right to buy)	\$ 32.03	07/13/2007		M		9,003	05/03/2005	01/10/2013		Common Stock	9,003
Employee Stock Option (right to buy)	\$ 29.54	07/13/2007		M		40,000	12/31/2005	01/13/2011		Common Stock	40,000
Employee Stock Option (right to buy)	\$ 35.22	07/13/2007		M		20,000	07/14/2002	01/12/2011		Common Stock	20,000

Employee Stock Option (right to buy)	\$ 47.35	07/13/2007	A <sup>(6)</sup>	16,898	01/13/2008	01/12/2011	Common Stock	16
Employee Stock Option (right to buy)	\$ 34.55	07/13/2007	M	10,000	11/09/2002	11/09/2011	Common Stock	10
Employee Stock Option (right to buy)	\$ 47.35	07/13/2007	A <sup>(6)</sup>	8,364	01/13/2008	11/09/2011	Common Stock	8

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS PAUL D 201 ISABELLA STREET PITTSBURGH, PA 15212			Executive Vice President	

## Signatures

Brenda Hart (Assistant Secretary), by power of attorney  
07/17/2007

\*\*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) Includes shares acquired under the Alcoa Dividend Reinvestment Plan.
- (2) This option is part of an option grant that vested in three equal annual installments beginning January 10, 2004.
- (3) Employee stock options are granted without payment of consideration.
- (4) In the aggregate, a total of 598,371 employee stock options (with various prices and expiration dates) were beneficially owned by the reporting person as of the date of this report.
- (5) This option is part of an option grant that vests in three equal annual installments beginning January 12, 2007. The installment exercised by the reporting person as reported herein vested on January 12, 2007.
- (6) 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 previously owned shares to the Company as reported herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.