

SCHACHT HENRY B  
Form 4  
July 02, 2010

**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 \*  
SCHACHT HENRY B

(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)  
06/30/2010

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)  
Senior Advisor to 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Code V Amount (D) Price                                |                                                                                               |                                                          |                                                       |
| Common Stock                    | 06/30/2010                           |                                                    | M                              | 2,088 A                                                           | \$ 21,194.0831 (1)                                                                            | D                                                        |                                                       |
| Common Stock                    | 06/30/2010                           |                                                    | D                              | 2,088 D                                                           | \$ 19,106.0831 (2)                                                                            | D                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   | 10.28                                                                                         |                                                          |                                                       |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Phantom Stock Units                        | (3)                                                    | 06/30/2010(4)                        |                                                    | A                              | 1,884                                                                                   | (5) (5)                                                  | Common Stock 1,884                                            |
| Phantom Stock Units                        | (1)                                                    | 06/30/2010                           |                                                    | M                              | 2,088                                                                                   | (1) 06/30/2010                                           | Common Stock 2,088                                            |
| Phantom Stock Units                        | (3)                                                    | 07/01/2010                           |                                                    | A                              | 5,481                                                                                   | (5) (5)                                                  | Common Stock 5,481                                            |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |                             |
|----------------------------------------------------------------|---------------|-----------|---------|-----------------------------|
|                                                                | Director      | 10% Owner | Officer | Other                       |
| SCHACHT HENRY B<br>201 ISABELLA STREET<br>PITTSBURGH, PA 15212 |               |           |         | Senior Advisor to the Board |

## Signatures

Brenda Hart (Assistant Secretary), by power of attorney  
 Date: 07/02/2010

\_\_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).

- On June 30, 2010, 2,088 of the reporting person's phantom stock units held under the Alcoa Deferred Fee Plan for Directors (the "Plan")
- (1) were settled for cash in accordance with the terms of the Plan after termination of service as a director. Each phantom stock unit was the economic equivalent of one share of Alcoa Inc. common stock.
  - (2) Includes shares acquired under the Alcoa Dividend Reinvestment Plan.
  - (3) Each phantom stock unit is the economic equivalent of one share of Alcoa Inc. common stock.
  - (4) Credited to the reporting person's account under the Alcoa 2005 Deferred Fee Plan for Directors (the "2005 Plan") on June 30, 2010 effective as of April 1, 2010 to correct a plan administrative error.

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- (5) The phantom stock units were acquired under the 2005 Plan and are to be paid out in cash in accordance with the terms of the 2005 Plan after termination of service as a director.

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.