

COLLINS ARTHUR D JR
 Form 4
 July 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 COLLINS ARTHUR D JR

(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)
 07/02/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Security (Instr. 3 and 4)
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Derivative Security	Code	V	(A) or (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Phantom Stock Units							Common Stock	
	(1)				07/02/2012			
		A	6,365		(2)	(2)		6,365 \$ 8.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLLINS ARTHUR D JR 201 ISABELLA STREET PITTSBURGH, PA 15212			X	

Signatures

Brenda Hart (Assistant Secretary), by power of attorney
Date: 07/03/2012

__Signature of Reporting Person Date

Explanation of Responses:

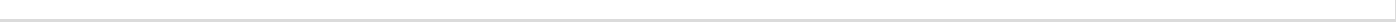
- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1 For 1
- (2) Phantom stock units were acquired under the Alcoa 2005 Deferred Fee Plan for Directors and are to be paid out in cash after Board service ends.

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. -INDENT: 0pt; LINE-HEIGHT: 1.25; MARGIN-RIGHT: 0pt" align="left">

- 2
- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a) o
- (b) x

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES



NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 777,913
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 777,913
	8	SHARED DISPOSITIVE POWER 0

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
777,913
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.1%
- 12 TYPE OF REPORTING PERSON
IN
-

CUSIP No. 36227K106

1		NAME OF REPORTING PERSON	
		SHERLEIGH ASSOCIATES INC. PROFIT SHARING PLAN	
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="radio"/>
			(b) <input checked="" type="radio"/>
3		SEC USE ONLY	
4		CITIZENSHIP OR PLACE OF ORGANIZATION	
		UNITED STATES	
	5	SOLE VOTING POWER	
		756,709	
	6	SHARED VOTING POWER	
		0	
	7	SOLE DISPOSITIVE POWER	
		756,709	
	8	SHARED DISPOSITIVE POWER	
		0	
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		756,709	
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="radio"/>
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		5.0%	
12		TYPE OF REPORTING PERSON	
		EP	

CUSIP No. 36227K106

1		NAME OF REPORTING PERSON			
		SHERLEIGH ASSOCIATES INC. DEFINED BENEFIT PENSION PLAN			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="radio"/>	
				(b) <input checked="" type="radio"/>	
3		SEC USE ONLY			
4		CITIZENSHIP OR PLACE OF ORGANIZATION			
		UNITED STATES			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER		
			21,204		
		6	SHARED VOTING POWER		
			0		
		7	SOLE DISPOSITIVE POWER		
			21,204		
		8	SHARED DISPOSITIVE POWER		
			0		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	21,204				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				<input type="radio"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.1%				
12	TYPE OF REPORTING PERSON				
	EP				

CUSIP No. 36227K106

Item 1.

(a) Name of Issuer:

GSE Systems, Inc.

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

7133 Rutherford Road
Baltimore, MD 21244

Item 2.

(a) Name of Person Filing:

Jack Silver
Sherleigh Associates Inc. Profit Sharing Plan
Sherleigh Associates Inc. Defined Benefit Pension Plan

(b) Address of Principal Business Office or, if none, Residence:

SIAR Capital LLC
660 Madison Avenue
New York, NY 10021

(c) Citizenship:

United States

(d) Title of Class of Securities:

Common Stock, par value \$0.01

(e) CUSIP Number:

36227K106

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or Dealer registered under Section 15 of the Act

(b) Bank as defined in section 3(a)(6) of the Act

(c) Insurance Company as defined in section 3(a)(19) of the Act

(d) Investment Company registered under section 8 of the Investment Company Act

Explanation of Responses:

CUSIP No. 36227K106

- (e) o Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f) o Employee Benefit Plan or endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) o Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) – (c)

Jack Silver beneficially owns 777,913 shares of Common Stock of GSE Systems, Inc. representing 5.1% of the outstanding Common Stock based on 15,121,879 shares of Common Stock outstanding as reported in the issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2007. Such shares of Common Stock beneficially owned by Mr. Silver include: (i) 756,709 shares of Common Stock held by Sherleigh Associates Inc. Profit Sharing Plan, a trust of which Mr. Silver is the trustee and (ii) 21,204 shares of Common Stock held by Sherleigh Associates Inc. Defined Benefit Pension Plan, a trust of which Mr. Silver is the trustee.

Mr. Silver has the sole voting and dispositive power with respect to all 777,913 shares of Common Stock beneficially owned by him.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

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 or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the 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 not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes 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.

February 12, 2008
Date

/s/ Jack Silver
Signature

Jack Silver
Name/Title

Sherleigh Associates Inc. Profit Sharing Plan
Sherleigh Associates Inc. Defined Benefit Pension Plan

By: /s/ Jack Silver
Name: Jack Silver
Title: Trustee