

ALCOA INC
Form 4
May 14, 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 *
MCLANE CHARLES 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)
05/13/2008

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)
Executive VP and CFO

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 | 05/13/2008 | | M | | 10,018 | A | \$ 28.72 |
| Common Stock | 05/13/2008 | | M | | 10,494 | A | \$ 32.79 |
| Common Stock | 05/13/2008 | | S | | 1,500 | D | \$ 41.74 |
| Common Stock | 05/13/2008 | | S | | 1,000 | D | \$ 41.735 |
| Common Stock | 05/13/2008 | | S | | 900 | D | \$ 41.7 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock | 05/13/2008 | S | 1,700 | D | \$ 41.69 | 134,551 | D |
| Common Stock | 05/13/2008 | S | 1,700 | D | \$ 41.68 | 132,851 | D |
| Common Stock | 05/13/2008 | S | 100 | D | \$ 41.6775 | 132,751 | D |
| Common Stock | 05/13/2008 | S | 100 | D | \$ 41.675 | 132,651 | D |
| Common Stock | 05/13/2008 | S | 1,200 | D | \$ 41.6725 | 131,451 | D |
| Common Stock | 05/13/2008 | S | 3,500 | D | \$ 41.67 | 127,951 | D |
| Common Stock | 05/13/2008 | S | 433 | D | \$ 41.66 | 127,518 | D |
| Common Stock | 05/13/2008 | S | 2,200 | D | \$ 41.61 | 125,318 | D |
| Common Stock | 05/13/2008 | S | 2,300 | D | \$ 41.6 | 123,018 | D |
| Common Stock | 05/13/2008 | S | 900 | D | \$ 41.59 | 122,118 | D |
| Common Stock | 05/13/2008 | S | 200 | D | \$ 41.58 | 121,918 | D |

Common Stock 5,489 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or |

| | | | | | | | | Number of Shares |
|--|----------|------------|---|--------|------------|------------|-----------------|---------------------|
| Employee Stock Option (right to buy) | \$ 28.72 | 05/13/2008 | M | 10,018 | 05/21/2000 | 05/21/2009 | Common Stock | 10,018 |
| Employee Stock Option (right to buy) | \$ 32.79 | 05/13/2008 | M | 10,494 | 02/18/2001 | 02/18/2010 | Common Stock | 10,494 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCLANE CHARLES D 201 ISABELLA STREET PITTSBURGH, PA 15212 | | | Executive VP and CFO | |

Signatures

Brenda Hart (Assistant Secretary), by power of attorney 05/14/2008

__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 84,800 employee stock options (with various exercise prices and expiration dates) were beneficially owned by the reporting person as of the date of this report.

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.