ALCOA INC Form 4 April 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GUERON JUDITH M**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALCOA INC [AA]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X Director 10% Owner

201 ISABELLA STREET

04/03/2006

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ 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

PITTSBURGH, PA 15212

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

(State)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

13,624.855 ⁽¹⁾ D

Common Stock

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)

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5. Nur	nber	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	actionof			Expiration Date		Underlying Securities		Derivativ
Security	or Exercise		any	Code		Derivative (Month/Day/Year)		Year)	(Instr. 3 and 4)		Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securi	ities					(Instr. 5)
	Derivative					Acqui	red					
	Security					(A) or						
						Dispos	sed					
						of (D)						
						(Instr.	3, 4,					
						and 5))					
				Code '	V	(A)	(D)	Date	Expiration	Title	Amount	
				Code	•	(11)	(D)	Exercisable	Date	Title	or	
								Enercisacie	Duic		Number	
											of	
											Shares	
											Silaics	
Phantom										C		
Stock	<u>(2)</u>	04/03/2006		A		401		(3)	(3)	Common	401	\$ 31.14
Units		0 ., 02/2000		• •				_	_	Stock	.01	Ψ
Omis												

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
GUERON JUDITH M								
201 ISABELLA STREET	X							
PITTSBURGH, PA 15212								

Signatures

Brenda Hart (Assistant Secretary), by power of attorney 04/04/2006

**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**) 1 For 1
- (3) 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.

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