ALCOA INC Form 4 December 02, 2013

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

OMB Number:

OMB APPROVAL

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman and CEO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

KLEINFELD KLAUS

(First) (Middle)

(Zip)

390 PARK AVENUE

(Street)

(State)

(Month/Day/Year)

NEW YORK, NY 10022

2. Issuer Name and Ticker or Trading

Symbol

ALCOA INC [AA]

3. Date of Earliest Transaction

(Month/Day/Year) 11/29/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 3. Execution Date, if Code

(Month/Day/Year) (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Beneficially Owned Following (A)

Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

_X__ Director

Applicable Line)

X_ Officer (give title

(Instr. 3 and 4) Code V Amount (D) Price

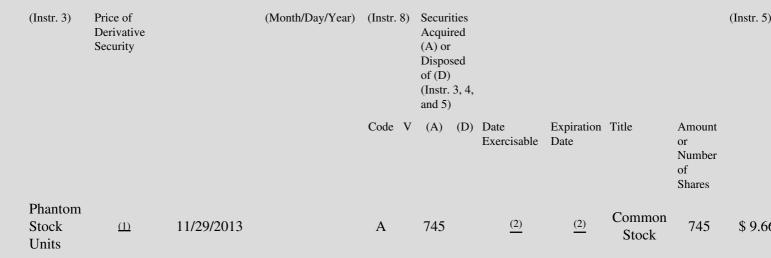
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date Underlying Securities** Derivati Security or Exercise Code Derivative (Month/Day/Year) (Instr. 3 and 4) Security any

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEINFELD KLAUS 390 PARK AVENUE NEW YORK, NY 10022	X		Chairman and CEO	

Signatures

Brenda Hart (Assistant Secretary), by power of attorney 12/02/2013

**Signature of Reporting Person Date

Explanation of Responses:

be paid out in cash after Board service ends.

- * 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
- Phantom stock units were acquired under the Alcoa Deferred Compensation Plan and are to be paid out in cash after termination of (2) employment. The reporting person may transfer the phantom stock into an alternative investment account under the Plan at times
- permitted under the Plan.

 As of 11/29/2013, the reporting person also held 3,546 phantom stock units under the Alcoa Deferred Fee Plan for Directors which are to

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Reporting Owners 2