ALCOA INC Form 4 March 13, 2007

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

Common

Stock

(Print or Type Responses)

1. Name and A BELDA AL	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol ALCOA INC [AA]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (N	Middle) 3. Date o	3. Date of Earliest Transaction			- (			
201 ISABEI	`	(Month/Day/Year) 03/09/2007			X Director 10% Owner X Officer (give title Other (specify below)				
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
PITTSBURG	Filed(Mo	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab	le I - Non-D	Derivative Securities Acc	quired, Disposed	of, or Beneficia	ally 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

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

(A)

03/09/2007 A 19,738 A \$ 0 1,221,757

Common Stock 7,204 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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SEC 1474

(9-02)

Reported

Transaction(s)

D

### Edgar Filing: ALCOA INC - Form 4

# 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 of Derivative Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock										
Option (right to	\$ 28.925	03/09/2007		A	327,464		<u>(1)</u>	01/12/2012	Common Stock	327,46

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	rector 10% Owner Officer		Other		
BELDA ALAIN J P 201 ISABELLA STREET PITTSBURGH, PA 15212	X		Chairman and CEO			

# **Signatures**

buy)

Brenda Hart (Assistant Secretary), by power of attorney 03/13/2007

\*\*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) The option vests in three annual installments as follows: 1/3 vests on March 12, 2007, 1/3 vests on January 12, 2008, and 1/3 vests on January 12, 2009.
- (2) Employee stock options are granted without payment of consideration.
- On January 12, 2006, the reporting person was granted a performance stock option at a target level of 327,464 shares, with the actual number to be received to be based on Alcoa's return on capital performance for 2006 relative to a comparator group of companies. Based on the calculation of Alcoa's performance for 2006, the reporting person received on March 9, 2007 an option to purchase 327,464 shares of Alcoa common stock.
- (4) In the aggregate, a total of 4,828,658 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.

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