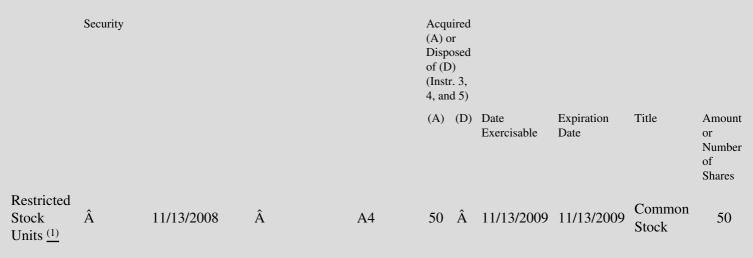
## Edgar Filing: ALCOA INC - Form 5

ALCOA IN	1C									
Form 5										
January 27,								PPROVAL		
FORM	-									
Check tl	UNITE his box if	D STATES S	SECURITIES AN Washington, I		NGE CO	OMMISSION	Number:	3235-0362		
no longe	er subject		washington, i			Expires:	January 31, 2005			
to Section 16. Form 4 or Form 5 obligations may continue. See Instruction			TEMENT OF C					average urs per		
1(b).	Filed p Holdings Section 1 d	7(a) of the Pu	ection 16(a) of the ablic Utility Holdi f the Investment C	ing Compan	y Act of	1935 or Sectio	n			
1. Name and Address of Reporting Person <u>*</u> TATA RATAN			2. Issuer Name <b>and</b> Ticker or Trading Symbol ALCOA INC [AA]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008				(Check all applicable) X_ Director 10% Owner Officer (give title Other (specify				
201 ISABI	ELLA STREET					below)	below)			
	(Street)		4. If Amendment, Date Original			6. Individual or Joint/Group Reporting				
	Filed(Month/Day/Year) (check applicable lin					k applicable lind	e)			
PITTSBUI	RGH, PA 15	212				_X_ Form Filed by Form Filed by M Person				
(City)	(State)	(Zip)	Table I - Non-De	erivative Secu	rities Acqu	equired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		ate, if Transaction Code	4. Securities Acquired (A) Disposed of ( (Instr. 3, 4 an (A on Amount (D	) or (D) (d	Securities I Beneficially ( Owned at end I	6. Ownership Form: Direct D) or Indirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	eport on a separate l neficially owned dire		y. contained	I in this form	are not re	llection of infor equired to resp Ilid OMB contro	ond unless	SEC 2270 (9-02)		
	T		tive Securities Acqui uts, calls, warrants, c							
1. Title of Derivative Security (Instr. 3)		Transaction Date onth/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivativ Securities		•	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		

Securities

Derivative

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships									
	Director	10% Owner	Officer	Other						
TATA RATAN 201 ISABELLA STREET PITTSBURGH, PA 15212	ÂX	Â	Â	Â						
Signatures										
Brenda Hart (Assistant Secretar attorney	01/27/2009									
<u>**</u> Signature of Reporting	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) Granted under the Directors Plan: "You Make a Difference Award."
- (2) Each restricted stock unit represents a contingent right to receive the cash value of one share of Alcoa Inc. common stock on a 1-for-1 basis, payable in cash after a one-year vesting period.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.