ALCOA INC Form 4 August 07, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **REITAN BERNT**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ALCOA INC [AA]

(Check all applicable)

(First) (Middle) (Last)

(Street)

(State)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify below)

08/04/2006

(Zip)

Executive Vice President 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

3. Date of Earliest Transaction

Applicable Line)

Filed(Month/Day/Year)

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

Person

PITTSBURGH, PA 15212

(City)

(Instr. 3)

201 ISABELLA STREET

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned (I) Following

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

(A)

Reported Transaction(s)

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

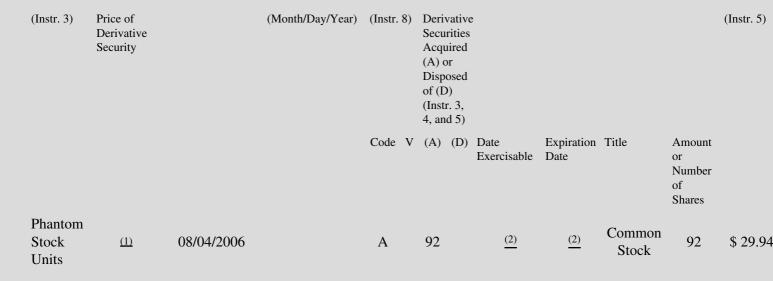
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and Amount of | 8. Price of |
|-------------|-------------|---------------------|--------------------|-----------|----------|-------------------------|------------------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration Date | Underlying Securities | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | (Instr. 3 and 4) | Security |

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REITAN BERNT 201 ISABELLA STREET PITTSBURGH, PA 15212

Executive Vice President

Signatures

Brenda Hart (Assistant Secretary), by power of attorney

08/07/2006

**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)** 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 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 8/4/2006, the reporting person also held 33,032.95 phantom stock units under the Alcoa Stock Acquisition Plan, which vest three (3) years after the applicable award date. Upon vesting, the units become subject to the provisions of the Alcoa Deferred Compensation Plan and are reported as held under that Plan.

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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