

ALCOA INC

Form 4

August 31, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

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

(Last) (First) (Middle)

201 ISABELLA STREET

(Street)

PITTSBURGH, PA 15212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ALCOA INC [AA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/30/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
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**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 08/30/2006                              |   | M                                    | 35,133  | A \$<br>22.555   | 109,445   | D   |
| Common<br>Stock                       | 08/30/2006                              |   | S                                    | 600   | D \$ 28.92   | 108,845   | D   |
| Common<br>Stock                       | 08/30/2006                              |   | S                                    | 3,133   | D \$ 28.91   | 105,712   | D   |
| Common<br>Stock                       | 08/30/2006                              |   | S                                    | 8,300   | D \$ 28.9  | 97,412  | D   |
| Common<br>Stock                       | 08/30/2006                              |   | S                                    | 2,600   | D \$ 28.89   | 94,812  | D   |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 08/30/2006 | S | 6,800 | D | \$ 28.88 | 88,012 | D |
| Common Stock | 08/30/2006 | S | 800   | D | \$ 28.87 | 87,212 | D |
| Common Stock | 08/30/2006 | S | 400   | D | \$ 28.85 | 86,812 | D |
| Common Stock | 08/30/2006 | S | 900   | D | \$ 28.84 | 85,912 | D |
| Common Stock | 08/30/2006 | S | 900   | D | \$ 28.83 | 85,012 | D |
| Common Stock | 08/30/2006 | S | 300   | D | \$ 28.82 | 84,712 | D |
| Common Stock | 08/30/2006 | S | 2,000 | D | \$ 28.81 | 82,712 | D |
| Common Stock | 08/30/2006 | S | 8,400 | D | \$ 28.8  | 74,312 | D |

|              |  |  |  |  |  |     |   |                         |
|--------------|--|--|--|--|--|-----|---|-------------------------|
| Common Stock |  |  |  |  |  | 916 | I | By Company 401 (K) Plan |
|--------------|--|--|--|--|--|-----|---|-------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 22.555  | 08/30/2006                           |  | M                              |   | 35,133   |     | 01/10/2006 <sup>(1)</sup>                                   | 01/10/2013      | Common Stock | 35,133                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| REITAN BERNT<br>201 ISABELLA STREET<br>PITTSBURGH, PA 15212 |               |           | Executive Vice President |       |

## Signatures

Brenda Hart (Assistant Secretary), by the power of attorney

08/31/2006

\_\_\_\_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) This option is part of an option grant that vests in three equal annual installments beginning January 10, 2004. The installment exercised by the reporting person as reported herein vested on January 10, 2006.
- (2) Employee stock options are granted without payment of consideration.
- (3) In the aggregate, a total of 251,200 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.