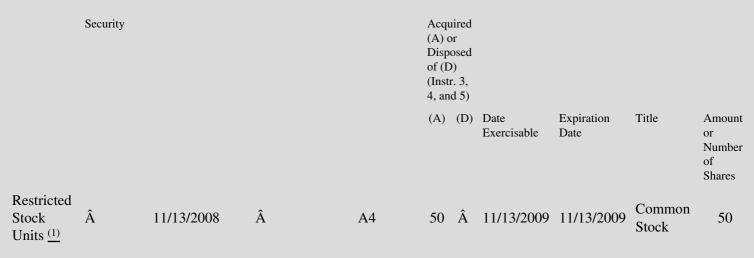
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ALCOA IN	1C										
Form 5											
January 27,										APPROVAL	
FORM	-									-	
Check t	UNI his box if	TED :	STATES S		RITIES AN shington, D			COMMISSION	Number:	3235-0362	
no longer	er subject			V V ee.	sington, E	J.C. 205-1	9		Expires:	January 31, 2005	
to Sectio Form 4 o 5 obligat may cont <i>See</i> Instru	or Form ttions ntinue.	NUAL STAT		ENT OF CI RSHIP OF			EFICIAL Estimated burden ho response.		average urs per		
1(b).	File Holdings Sectio d tions	-	(a) of the Pu	ublic Ut		ng Compa	any Act of	e Act of 1934, f 1935 or Section 40	n		
1. Name and Address of Reporting Person <u></u> GUERON JUDITH M			Sy	2. Issuer Name and Ticker or Trading Symbol ALCOA INC [AA]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	t) (Middle) 3. Statement for Issuer's Fisc (Month/Day/Year) 12/31/2008				s Fiscal Ye	ar Ended	(Check all applicable) Director 10% Owner Officer (give title Other (specify			
201 ISABI	ELLA STREI	ET.	1.	215112	008			below)	below)	let (speeny	
	(Street)				If Amendment, Date Original iled(Month/Day/Year)			6. Individual or Jo	oint/Group Rep	porting	
	(check applicable li						k applicable line	2)			
PITTSBUF	RGH, PAÂ	1521	2					_X_ Form Filed by M Form Filed by M Person	One Reporting P More than One R		
(City)	(State)		(Zip)	Tab	le I - Non-De	rivative Se	curities Acq	uired, Disposed of	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	3. Transaction Code (Instr. 8)		(A) or of (D)	SecuritiesHBeneficially(Owned at endH	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	eport on a separa neficially owned				contained	in this for	rm are not i	ollection of infor required to resp /alid OMB contro	oond unless	SEC 2270 (9-02)	
		Tabl			curities Acquin s, warrants, o			eneficially Owned curities)			
1. Title of Derivative Security (Instr. 3)			nsaction Date th/Day/Year)	Execut any	eemed ition Date, if th/Day/Year)	4. Transactio Code (Instr. 8)	5. on Number of Derivativ Securitie	(Month/Day/Ye	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	

Securities

Derivative

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Reporting Owners

Reporting Owner Name / Address	Relationships									
1.0	Director	10% Owner	Officer	Other						
GUERON JUDITH M 201 ISABELLA STREET PITTSBURGH, PA 15212	ÂX	Â	Â	Â						
Signatures										
Brenda Hart (Assistant Secretar attorney	01/27/2009									
**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) 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.