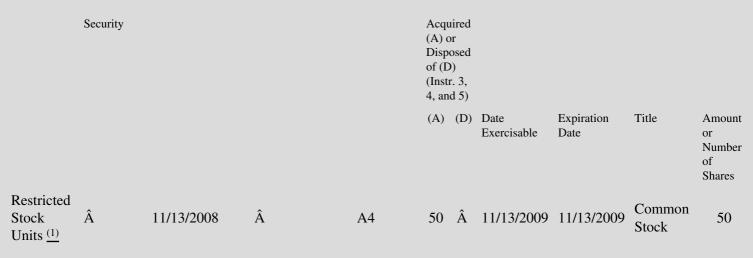
## Edgar Filing: ALCOA INC - Form 5

ALCOA IN	1C									
Form 5 January 27,	2009									
<b>FORM</b>							OMB A	PPROVAL		
		D STATES S	SECURITIES AN	ND EXCHA	NGE C	OMMISSION	OMB Number:	3235-0362		
	his box if er subject		Washington, D.C. 20549 EMENT OF CHANGES IN BENEFICIAL NERSHIP OF SECURITIES				January 31, 2005			
to Section Form 4 of 5 obligat may con See Instr	or Form AN tions ntinue. ruction	WNERSHIP OF					average urs per . 1.0			
1(b). Form 3 I Reported Form 4 Transact Reported	Holdings Section 1	7(a) of the Pu	ction 16(a) of the ablic Utility Holdi f the Investment C	ing Compan	y Act of	1935 or Section	n			
1. Name and Address of Reporting Person <u>*</u> OWENS JAMES W			2. Issuer Name <b>and</b> Ticker or Trading Symbol ALCOA INC [AA]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Month/Day/Year) 12/31/2008				(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) below)				
201 15AD	(Street)	4	4. If Amendment, Date Original			6. Individual or Joint/Group Reporting				
				ed(Month/Day/Year)			(check applicable line)			
PITTSBUI	RGH, PA 152	212				_X_ Form Filed by Form Filed by M Person				
(City)	(State)	(Zip)	Table I - Non-Do	erivative Secu	rities Acqu	iired, Disposed of	f, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code	4. Securities Acquired (A) Disposed of ( (Instr. 3, 4 ar (A on Amount (D	) or (D) nd 5) A) r	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 li neficially owned dire		y. contained	d in this form	are not r	equired to resp alid OMB contro	ond unless	SEC 2270 (9-02)		
	T;		tive Securities Acqui uts, calls, warrants, o							
1. Title of Derivative Security (Instr. 3)		Fransaction Date onth/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivativ Securitie		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		

Securities

Derivative

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## **Reporting Owners**

Reporting Owner Name / Address										
	Director	10% Owner	Officer	Other						
OWENS JAMES W 201 ISABELLA STREET PITTSBURGH, PA 15212	ÂX	Â	Â	Â						
Signatures										
Brenda Hart (Assistant Secretar attorney	01/27/2009									
**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.