**ALCOA INC** Form 5 January 27, 2009

### FORM 5

#### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005 Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

(Last)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer RUSSO PATRICIA F Symbol

ALCOA INC [AA]

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended (First) (Middle)

(Month/Day/Year) \_X\_ Director 10% Owner Officer (give title 12/31/2008 Other (specify below) below)

201 ISABELLA STREET

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year)

(check applicable line)

#### PITTSBURGH, Â PA Â 15212

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of

Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Disposed of (D) Beneficially (D) or Beneficial Code (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A)

Fiscal Year (Instr. 3 and 4)

or 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 information contained in this form are not 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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		
	Derivative				Securities		

**SEC 2270** 

(9-02)

#### Edgar Filing: ALCOA INC - Form 5

Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A) (D) Date Expiration Title Exercisable Date

A4

Â Stock 11/13/2008 Units (1)

Restricted

Â

50 Â 11/13/2009 11/13/2009

Common 50 Stock

Amount

or Number of Shares

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
·r··	Director	10% Owner	Officer	Other	
RUSSO PATRICIA F 201 ISABELLA STREET	ÂX	Â	Â	Â	
PITTSBURGH, PA 15212					

# **Signatures**

Brenda Hart (Assistant Secretary), by power of 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."
- 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.

Reporting Owners 2