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, Expires:

2005

1.0

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

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

response...

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer SCHACHT HENRY B Symbol

ALCOA INC [AA] 3. Statement for Issuer's Fiscal Year Ended (Last)

(Check all applicable)

(First) (Middle) (Month/Day/Year)

X Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Reporting

12/31/2008

below) below)

201 ISABELLA STREET

(Street) 4. If Amendment, Date Original

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 4. Securities 6. Ownership 7. Nature of

Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. Transaction Code (Instr. 8)

Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned at end of Issuer's

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

SEC 2270

(9-02)

or

(A) Fiscal Year

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

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

> (A) (D) Date Expiration Title Amount Exercisable Date or

> > Number of Shares

> > > 50

Restricted

Common Â Â A4 50 Â 11/13/2009 11/13/2009 Stock 11/13/2008 Stock

Units (1)

Reporting Owners

PITTSBURGH, Â PAÂ 15212

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHACHT HENRY B				
201 ISABELLA STREET	ÂΧ	Â	Â	Â

Signatures

Brenda Hart (Assistant Secretary), by power of 01/27/2009 attorney

> **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.

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