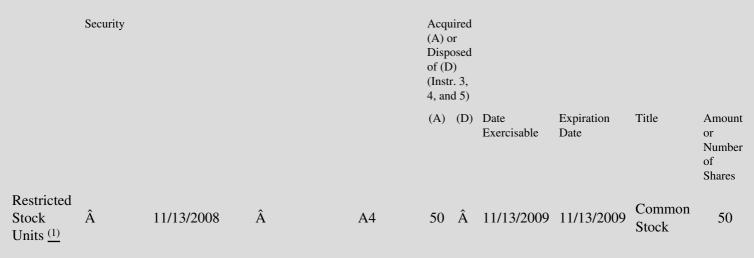
## Edgar Filing: ALCOA INC - Form 5

ALCOA IN	1C										
Form 5 January 27,	2009										
•								OMB A	APPROVAL		
	-	FED STATE	S SECURITI	ES AI	ND EXCHA	NGE C	OMMISSION	OMB Number:	3235-0362		
no longe	nis box if er subject	Washington, D.C. 20549						Expires:	January 31, 2005		
to Sectio Form 4 o 5 obligat may con See Instr	or Form tions itinue.	ANNUAL ST	FATEMENT OWNERSHI	EFICIAL	Estimated burden hor response	average urs per					
1(b).	File Holdings Sectio d	on $17(a)$ of the	Section 16(a) Public Utility ) of the Investr	Holdi	ing Compan	y Act of	1935 or Sectio	on			
1. Name and Address of Reporting Person <u>*</u> ZEDILLO ERNESTO			Symbol	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				Ended	(Check all applicable) X_ Director10% Owner Officer (give titleOther (specify				
201 ISABI	ELLA STRE	ET					below) below)				
	(Street)			f Amendment, Date Original ed(Month/Day/Year)			6. Individual or Joint/Group Reporting				
	(check applicable lin						ck applicable line	e)			
PITTSBUI	RGH, PAÂ	15212					_X_ Form Filed by Form Filed by Person	One Reporting I More than One F			
(City)	(State)	(Zip)	Table I - J	Non-De	erivative Secu	rities Acqu	uired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	n Date 2A. Deen Year) Execution any (Month/D	n Date, if Trans Code		4. Securities Acquired (A) Disposed of ( (Instr. 3, 4 ar (A or Amount (D	(D) nd 5) a) r	Securities Beneficially Owned at end	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	• •	ate line for each c l directly or indire	ectly. con	tained	d in this form	are not r	ollection of info required to resp alid OMB contr	ond unless	SEC 2270 (9-02)		
			ivative Securities , puts, calls, war								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction D (Month/Day/Yea	Date 3A. Deemed ar) Execution D any (Month/Day	ate, if	4. Transaction Code (Instr. 8)	5. Number of Derivativ Securitie		e	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		

Securities

Derivative

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## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
ZEDILLO ERNESTO 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.