

ALCOA INC
Form 4/A
January 31, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jarrault Olivier M

(Last) (First) (Middle)
390 PARK AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALCOA INC [AA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
01/30/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/29/2014		M		17,500	A	\$ 8.33
Common Stock	01/29/2014		S ⁽¹⁾		14,932	D	\$ 12.1554
Common Stock	01/29/2014		M		27,000	A	\$ 8.88
Common Stock	01/29/2014		S ⁽¹⁾		23,630	D	\$ 12.1554
	01/29/2014		M		17,500	A	\$ 8.33

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Common Stock									
Common Stock	01/29/2014	S	17,500	D	\$ <u>(2)</u> 12.1554	249,291	D		
Common Stock	01/29/2014	M	27,000	A	\$ 8.88	276,291	D		
Common Stock	01/29/2014	S	27,000	D	\$ <u>(2)</u> 12.1554	249,291	D		
Common Stock	01/29/2014	S	2,969	D	\$ <u>(2)</u> 12.1554	246,322	D		
Common Stock						16,385	I		By Company 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.33	01/29/2014		M	35,000	<u>(3)</u> 01/23/2015	Common Stock	35,000	
Employee Stock Option (right to	\$ 8.88	01/29/2014		M	54,000	<u>(6)</u> 01/16/2023	Common Stock	54,000	

