

ALCOA INC
Form 4
July 11, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harvey Roy Christopher

(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)

07/10/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/10/2014		M	12,427 A	\$ 8.33 24,706	D	
Common Stock	07/10/2014		S	8,822 D	\$ 15.5393 15,884	D	
Common Stock	07/10/2014		M	18,720 A	\$ 13.54 34,604	D	
Common Stock	07/10/2014		S	17,258 D	\$ 15.5393 17,346	D	
	07/10/2014		M	20,720 A	\$ 10.17 38,066	D	

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Common
Stock

Common Stock	07/10/2014	S	16,260	D	\$ 15.5393 (1)	21,806	D
Common Stock	07/10/2014	M	13,920	A	\$ 8.88	35,726	D
Common Stock	07/10/2014	S	10,160	D	\$ 15.5393 (1)	25,566	D
Common Stock	07/10/2014	S	6,644	D	\$ 15.5393 (1)	18,922	D

Common Stock						7,568	I	By Company 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.33	07/10/2014		M		12,427		<u>(2)</u>	01/23/2015	Common Stock	12,427
Employee Stock Option (right to	\$ 13.54	07/10/2014		M		18,720		<u>(5)</u>	01/26/2020	Common Stock	18,720

buy)

Employee

Stock

Option \$ 10.17 07/10/2014

M

20,720

(6)

01/20/2022

Common
Stock

20,720

(right to

buy)

Employee

Stock

Option \$ 8.88 07/10/2014

M

13,920

(7)

01/16/2023

Common
Stock

13,920

(right to

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harvey Roy Christopher 390 PARK AVENUE NEW YORK, NY 10022	Executive Vice President

Signatures

Brenda Hart (Assistant Secretary), by power of
attorney

07/11/2014

__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) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.52 to \$15.55. The reporting person undertakes to provide to Alcoa Inc., any security holder of Alcoa Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

(2) This option was part of an option grant that vested in three equal annual installments beginning January 23, 2010. The installment exercised by the reporting person as reported herein vested on January 23, 2012.

(3) Employee stock options are granted without payment of consideration.

(4) In the aggregate, a total of 167,000 employee stock options (with various exercise prices and expiration dates) were beneficially owned by the reporting person as of the date of this report.

(5) This option was part of an option grant that vested in three equal annual installments beginning January 26, 2011. The installments exercised by the reporting person as reported herein vested in two equal annual installments on January 26, 2012 and January 26, 2013.

(6) This option is part of an option grant that vests in three equal annual installments beginning January 20, 2013. The installments exercised by the reporting person as reported herein vested on January 20, 2013 and January 20, 2014.

(7) This option is part of an option grant that vests in three equal annual installments beginning January 16, 2014. The installment exercised by the reporting person as reported herein vested on January 16, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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