ALCOA INC. Form 4 April 02, 2015

FORM 4

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

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

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

SECURITIES

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

NEW YORK,, **NY 10022**

1. Name and Address of Reporting Person *

may continue.

MORRIS MICHAEL G Issuer Symbol ALCOA INC. [AA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 390 PARK AVENUE 04/01/2015 below)

2. Issuer Name and Ticker or Trading

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

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person
____ Form filed by More than One Reporting

Person

(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 TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

(A) Reported Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price (Instr. 3 and 4

Common Stock 30,120 D

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)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. Number on Derivativ	6. Date Exer e Expiration D		7. Title and Amount of Underlying Securities		8. Pric
Security	or Exercise	(, , , , , , , , , , , , , , , , , , ,	any	Code	Securities	(Month/Day		(Instr. 3 and		Securi
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Acquired (A) or					(Instr.
	Security				Disposed of					
					(D)					
					(Instr. 3, 4, and 5)					
				Code V	(A) (D	·	Expiration	Title	Amount	
						Exercisable	Date		or Number	
									of	
									Shares	
Phantom	(1)	04/01/2015		A	2.002	(2)	(2)	Common	2.002	¢ 12
Stock Units	<u>(1)</u>	04/01/2015		A	2,902	(2)	(2)	Stock	2,902	\$ 12.

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MORRIS MICHAEL G 390 PARK AVENUE NEW YORK,, NY 10022	X					

Signatures

Brenda Hart (Assistant Secretary), by power of attorney 04/02/2015

**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) Each phantom stock unit is the economic equivalent of one share of Alcoa common stock.
- (2) Phantom stock units were acquired under the Alcoa 2005 Deferred Fee Plan for Directors and are to be paid out in cash after Board service ends.

Note: File three copies of this Form, one of which must be manually signed. If space 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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