ALCOA INC. Form 4 January 06, 2016

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: Estimated average

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2005

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading 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 01/04/2016 below) (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 **NEW YORK,**, **NY 10022** Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 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 Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common D

Stock

30,120

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)

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2.	3. Transaction Date	3A. Deemed	4.	5. Numb	er	6. Date Exerc	cisable and	7. Title and A	Amount of	8. Pric
Conversion	(Month/Day/Year)	Execution Date, if			*		Underlying Securities		Deriva	
		any				(Month/Day/	Year)	(Instr. 3 and	4)	Securi
Price of		(Month/Day/Year)	(Instr. 8)	Acquirec	l					(Instr.
Derivative				(A) or						
Security				Disposed	l of					
				(D)						
					4,					
				and 5)						
			Code V	(A)	(D)	Date	Expiration	Title	Amount	
				` ´		Exercisable	Date		or	
									Number	
									of	
									Shares	
								Common		
<u>(1)</u>	01/04/2016		A	4,223		(2)	(2)		4,223	\$ 9.6
								Stock		
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security (Month/Day/Year)	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year)	Conversion (Month/Day/Year) Execution Date, if Transaction Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security Code V	Conversion or Exercise any Code Securitie any Code Securitie (Instr. 8) Acquired (A) or Security Disposed (D) (Instr. 3, and 5) Code V (A)	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D)	Conversion or Exercise Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Pear) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable	Conversion or Exercise any Code Securities (Month/Day/Year) Price of Derivative Security Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Exercisable Date	Conversion of Exercise of Exercise Price of Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3 and One) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Exercisable Date Common	Conversion or Exercise Price of Derivative Security Code Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Date Code V (A) (D) Date Expiration Date (Instr. 3 and 4) Code V (A) (D) Date Expiration Date (Instr. 3 and 4) Code V (A) (D) Date Expiration Date (Instr. 3 and 4) Code V (A) (D) Date Expiration Date (Instr. 3 and 4)

Reporting Owners

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

Signatures

Margaret Lam (Assistant Secretary), by power of attorney 01/06/2016

**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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