

ALCOA INC
Form 4
July 11, 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 *
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
 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	07/10/2014		M		12,427	A	\$ 8.33
							24,706
Common Stock	07/10/2014		S		8,822	D	\$ 15.5393
							<u>(1)</u>
Common Stock	07/10/2014		M		18,720	A	\$ 13.54
							34,604
Common Stock	07/10/2014		S		17,258	D	\$ 15.5393
							<u>(1)</u>
	07/10/2014		M		20,720	A	\$ 10.17
							38,066

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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

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)	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	07/10/2014		M	12,427	(2)	01/23/2015	Common Stock	12,427
Employee Stock Option (right to	\$ 13.54	07/10/2014		M	18,720	(5)	01/26/2020	Common Stock	18,720

buy)									
Employee Stock Option (right to buy)	\$ 10.17	07/10/2014	M	20,720	<u>(6)</u>	01/20/2022	Common Stock	20,720	
Employee Stock Option (right to buy)	\$ 8.88	07/10/2014	M	13,920	<u>(7)</u>	01/16/2023	Common Stock	13,920	

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. 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.