

ALCOA INC

Form 4/A

January 31, 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

OMB
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(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
____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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/29/2014		M	17,500	A \$ 8.33	260,853	D
Common Stock	01/29/2014		S ⁽¹⁾	14,932	D \$ (2) 12.1554	245,921	D
Common Stock	01/29/2014		M	27,000	A \$ 8.88	272,921	D
Common Stock	01/29/2014		S ⁽¹⁾	23,630	D \$ (2) 12.1554	249,291	D
	01/29/2014		M	17,500	A \$ 8.33	266,791	D

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Common
Stock

Common Stock	01/29/2014	S	17,500	D	\$ 12.1554 (2)	249,291	D
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Common Stock	01/29/2014	M	27,000	A	\$ 8.88	276,291	D
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Common Stock	01/29/2014	S	27,000	D	\$ 12.1554 (2)	249,291	D
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Common Stock	01/29/2014	S	2,969	D	\$ 12.1554 (2)	246,322	D
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Common Stock						16,385	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	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

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jarrault Olivier M 390 PARK AVENUE NEW YORK, NY 10022			Executive Vice President	

Signatures

Brenda Hart (Assistant Secretary), by power of attorney

01/31/2014

__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) This amendment is being filed to correct the transaction code in Table I, column 3, lines 2 and 4, from "F" to "S".
The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$12.0001 to \$12.17. 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) Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- (3) The option is part of an option grant that vests in three equal annual installments beginning January 23, 2010. One-half of the options exercised by the reporting person vested on January 23, 2010 and one-half vested on January 23, 2011.
- (4) Employee stock options are granted without payment of consideration.
- (5) In the aggregate, a total of 440,720 employee stock options (with various exercise prices and expiration dates) were beneficially owned by the reporting person as of the date of this report.
- (6) 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.