

Oplinger William F
 Form 3
 April 05, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Oplinger William F | | (Month/Day/Year) | ALCOA INC [AA] | |
| (Last) | (First) | (Middle) | 04/01/2013 | |
| 390 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10022 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive VP & CFO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 35,461.1346 | D | Â |
| Common Stock | 3,462 | I | By Company 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (1) | 01/17/2014 | Common Stock | 4,592 | \$ 28.79 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 01/23/2015 | Common Stock | 16,867 | \$ 8.33 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 01/26/2020 | Common Stock | 15,240 | \$ 13.54 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 01/25/2021 | Common Stock | 5,340 | \$ 16.24 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 01/20/2022 | Common Stock | 99,600 | \$ 10.17 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 01/16/2023 | Common Stock | 90,240 | \$ 8.88 | D | Â |
| Phantom Stock Units | Â (7) | Â (7) | Common Stock | 1,545 | \$ (8) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Oplinger William F 390 PARK AVENUE NEW YORK, NY 10022 | Â | Â | Â Executive VP & CFO | Â |

Signatures

Brenda Hart (Assistant Secretary), by power of attorney 04/05/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 option vested in three equal annual installments beginning January 17, 2009.
- (2) The option was part of an option grant that vested in three equal annual installments beginning January 23, 2010. The remaining portion of the grant held by the reporting person as shown in the table vested on January 23, 2012.
- (3) The option vested in three equal annual installments beginning January 26, 2011.
- (4) The option vests in three equal annual installments beginning January 25, 2012.
- (5) The option vests in three equal annual installments beginning January 20, 2013.
- (6) The option vests in three equal annual installments beginning January 16, 2014.
- (7) Phantom stock units were acquired under the Alcoa Deferred Compensation Plan and are to be paid out in cash after termination of employment. The reporting person may transfer the phantom stock into an alternative investment account under the Plan at times

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permitted under the Plan.

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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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