

ALCOA INC  
Form DEF 14A  
March 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No.   )**

Filed by the Registrant

Filed by a Party other than the Registrant

**Check the appropriate box:**

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY  
RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**ALCOA INC.**

*(Name of Registrant as Specified In Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

**Payment of Filing Fee (Check the appropriate box):**

**No fee required.**

**Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.**

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to  
Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated  
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(4) Proposed maximum aggregate value of transaction:

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**Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
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-



March 14, 2013

Dear Shareholder:

I hope you will attend the 2013 Annual Meeting of Shareholders of Alcoa Inc., which will be held on Friday, May 3, 2013, at 9:30 a.m. at the Fairmont Hotel, 510 Market Street, Pittsburgh, Pennsylvania 15222.

The accompanying Notice of Annual Meeting and Proxy Statement describe the items to be voted on at the meeting. In addition to voting, we will review the Company's major developments of 2012 and answer your questions about Alcoa's business and operations. Your vote is very important, whether or not you will attend the meeting. In advance of the meeting on May 3, please cast your vote through the internet, by telephone or by mail. Instructions on how to vote are found in the section entitled "Proxy Summary — How to Cast Your Vote" on page 6.

This year's proxy statement demonstrates our ongoing commitment to provide a clear and detailed discussion of matters that will be addressed at the meeting. We have included a proxy summary starting on page 6 that provides highlights of the detailed information included elsewhere in the proxy statement. The Compensation Discussion and Analysis, which begins on page 35, has an expanded focus on executive compensation practices that reinforce pay for performance and shareholder alignment.

Thank you for being a shareholder of Alcoa, and for the confidence you have placed in our Company. We look forward to seeing you at the meeting.

Sincerely,

Klaus Kleinfeld

*Chairman of the Board and Chief Executive Officer*

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Alcoa Inc.

390 Park Avenue

New York, NY 10022-4608

Notice of 2013 Annual Meeting of Shareholders

Friday, May 3, 2013

9:30 a.m. (EDT)

Fairmont Hotel, 510 Market Street, Pittsburgh, PA 15222

The Annual Meeting of Shareholders of Alcoa Inc. (“Alcoa” or the “Company”) will be held on Friday, May 3, 2013 at 9:30 a.m., local time, at the Fairmont Hotel, 510 Market Street, Pittsburgh, PA 15222. Shareholders of record of Alcoa common stock at the close of business on February 4, 2013 are entitled to vote at the meeting.

The purposes of the meeting are:

1.

to elect the three Directors identified in the accompanying proxy statement to serve three-year terms expiring at the 2016 annual meeting of shareholders;

2.

to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2013;

3.

to approve, on an advisory basis, executive compensation;

4.

to approve the 2013 Alcoa Stock Incentive Plan;

5.

to approve amendments to the Articles of Incorporation and By-Laws to permit the calling of special meetings, including by shareholders of 25% of the Company’s outstanding common stock; and

6.

to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.



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You will need an admission ticket if you plan to attend the meeting. Please see the questions and answers section of the proxy statement for instructions on how to obtain an admission ticket.

On behalf of Alcoa's Board of Directors,

Audrey Strauss

*Executive Vice President, Chief Legal and Compliance Officer and Secretary*

March 14, 2013

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## Proxy Summary

*This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting. For more complete information regarding the Company's 2012 performance, please review the Company's 2012 Annual Report.*

## 2013 Annual Meeting of Shareholders

**Time and Date:** 9:30 a.m. Eastern Daylight Time, May 3, 2013

**Place:** Fairmont Hotel, 510 Market Street, Pittsburgh, Pennsylvania 15222

**Record Date:** February 4, 2013

**Voting:** Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.

**Admission:** An admission ticket is required to enter Alcoa's annual meeting. Please follow the instructions beginning on page 9.

**Webcast:** We will provide a live webcast of the annual meeting from our website at <http://www.alcoa.com> under "About – Corporate Governance – Annual Meeting".

## Voting Matters

	<b>Board Vote Recommendation</b>	<b>Page Reference (for more detail)</b>
Item 1 – Election of Three Director Nominees to Serve for a Three-Year Term Expiring in 2016	FOR each Director Nominee	11
Item 2 – Ratification of Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2013	FOR	31
Item 3 – Advisory Vote to Approve Executive Compensation	FOR	33
Item 4 – Approval of 2013 Alcoa Stock Incentive Plan	FOR	55
Item 5 – Approval of Amendments to the Articles of Incorporation and By-Laws to Permit the Calling of Special Meetings, Including by Shareholders of 25% of the Company's Outstanding Common Stock	FOR	63

## How to Cast Your Vote

Your vote is important! Please cast your vote and play a part in the future of Alcoa.

**Even if you plan to attend our annual meeting in person, please cast your vote as soon as possible by:**

	<b>QR</b>		
internet at	<b>code—scan</b>	<b>calling</b>	<b>mail</b>
<b>www.cesvote.com</b>	and vote	<b>1-888-693-8683</b>	return the
	with your	toll-free from the	signed
	mobile	U.S. or Canada	proxy card
	device		

The deadline for voting online or by telephone is 6:00 a.m. EDT on May 3, 2013. If you vote by mail, your proxy card must be received before the annual meeting. If you hold shares in an Alcoa savings plan, your voting instructions must be received by 6:00 a.m. EDT on May 1, 2013.

**If you own shares through a bank, broker or other nominee, you may receive other instructions for voting.** If you own shares in different accounts or in more than one name, you may receive more than one Notice of Internet Availability of Proxy Materials (or paper proxy card or voting instruction form), which may contain different voting instructions for each type of ownership. Please vote all your shares.

If you are a shareholder of record or a beneficial owner that has a legal proxy to vote the shares, you may choose to vote in person at the annual meeting. See the “Questions and Answers about the Meeting and Voting” section beginning on page 8 for more details.

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## Board Nominees (page 11)

Alcoa's Board of Directors has 11 members divided into three classes. Directors are elected for three-year terms. The following table provides summary information about each Director nominee standing for re-election to the Board for a three-year term expiring in 2016.

Name	Age	Director Since	Principal Occupation	Independent	Committee Memberships	Other Public Company Boards
Arthur D. Collins, Jr.	65	2010	Retired Chairman and Chief Executive Officer, Medtronic, Inc.	Yes	A, C	<ul style="list-style-type: none"> <li>• The Boeing Company</li> <li>• U.S. Bancorp</li> <li>• American Electric Power Company, Inc.</li> </ul>
Michael G. Morris	66	2008	Chairman and Retired President and Chief Executive Officer, American Electric Power Company, Inc.	Yes	A, C, E, G	<ul style="list-style-type: none"> <li>• Limited Brands, Inc.</li> <li>• The Hartford Financial Services Group, Inc.</li> </ul>
E. Stanley O'Neal	61	2008	Former Chairman of the Board and Chief Executive Officer, Merrill Lynch & Co., Inc.	Yes	A, E, G	

A

Audit Committee

C

Compensation and Benefits Committee

E

Executive Committee

G

Governance and Nominating Committee

Executive Compensation Highlights (page 33)

Strong Pay for Performance Alignment

•

The impact of our stock price on executive compensation is significant: for example, 87% of the CEO's compensation is performance-based and 68% of his compensation is paid in the form of equity.

•

The CEO's 2012 equity award value was reduced by 20% from the 2011 grant level in response to the decline in our stock price. In addition, the value of the outstanding equity compensation granted to the CEO since he joined the Company has declined by 55%, compared to the original grant values.

•

A majority of the awards granted to the CEO and the other named executive officers under our executive compensation program is in the form of performance-based restricted share units that are earned only if targets for revenue growth and adjusted EBITDA margin are met.

•

Due to a 16% drop in the average price of aluminum on the London Metal Exchange from 2011 to 2012 and rising costs for energy, raw materials, labor and maintenance, Alcoa managers had to overcome more than \$1.5 billion in adverse market impacts and cost headwinds to achieve strong operational and financial performance in 2012.

Key Features of Our Executive Compensation Program

**WHAT WE DO**

We pay for performance

We consider peer groups in establishing compensation

We review tally sheets

We have robust stock ownership guidelines

We schedule and price stock option grants to promote transparency and consistency

We have clawback policies incorporated into our incentive plans

We have double-trigger equity vesting in the event of a change-in-control

We pay reasonable salaries to our senior executives

**WHAT WE DON'T DO**

We do not pay dividend equivalents on stock options and unvested restricted share units

We do not allow share recycling

We do not allow for repricing of underwater stock options (including cash-outs)

We do not allow hedging or pledging of Company stock

We do not have excise tax gross-ups for new participants in our change-in-control severance plan

We do not enter into multi-year employment contracts

We do not pay tax gross-ups on our limited perquisites

We provide appropriate benefits to our senior executives

We have a conservative compensation risk profile

We maximize the tax deductibility of incentive compensation

We retain an independent compensation consultant

Our executive compensation practices are described in greater detail in the “Executive Compensation” section.

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Alcoa Inc.

390 Park Avenue

New York, NY 10022-4608

## PROXY STATEMENT

The Annual Meeting and Voting

### **IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 3, 2013.**

**The Company's Notice of Annual Meeting and Proxy Statement and 2012 Annual Report are available at [www. ReadMaterial. com/AA](http://www.ReadMaterial.com/AA).**

The Board of Directors of Alcoa Inc. ("Alcoa" or the "Company") is providing this proxy statement in connection with Alcoa's 2013 Annual Meeting of Shareholders to be held on Friday, May 3, 2013, at 9:30 a.m., local time, at the Fairmont Hotel, 510 Market Street, Pittsburgh, PA 15222, and at any adjournment or postponement thereof.

Proxy materials or a Notice of Internet Availability of Proxy Materials (the "Notice") are being first sent to shareholders on or about March 15, 2013. In accordance with rules and regulations adopted by the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of the Company's proxy materials to each shareholder of record, the Company may furnish proxy materials by providing access to those documents on the Internet. The Notice contains instructions on how to vote online, or in the alternative, request a paper copy of the proxy materials and a proxy card.

Questions and Answers about the Meeting and Voting

#### 1. Who is entitled to vote and how many votes do I have?

If you are a holder of record of Alcoa common stock, par value \$1.00 per share (the "common stock"), at the close of business on February 4, 2013, you are eligible to vote at the annual meeting. For each matter presented for vote, you have one vote for each share you own.

#### 2. How do I vote?

**By Written Proxy.** All shareholders of record can vote by written proxy card. If you are a shareholder of record and receive a Notice of Internet Availability of Proxy Materials ("Notice"), you may request a written proxy card by following the instructions included in the Notice. If you are a beneficial owner, you may request a written proxy card or a voting instruction form from your bank or broker. If you sign and return your proxy card but do not mark any selections giving specific voting instructions, your shares represented by that proxy will be voted as recommended by the Board of Directors.

**By Telephone or Internet.** All shareholders of record also can vote by touchtone telephone within the U.S., U.S. territories and Canada, using the toll-free telephone number on the proxy card, or through the Internet, using the procedures and instructions described on the proxy card. Beneficial owners may vote by telephone or Internet if their bank or broker makes those methods available, in which case the bank or broker will include the instructions with the proxy materials. The telephone and Internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to vote their shares and to confirm that their instructions have been recorded properly.

**In Person.** All shareholders of record may vote in person at the meeting. Beneficial owners may vote in person at the meeting if they have a legal proxy, as described in the response to Question 3 below.

Whether you plan to attend the meeting or not, we encourage you to vote by proxy as soon as possible. The proxy committee will vote your shares according to your directions.



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3. How do I get an admission ticket to attend the annual meeting?

You may attend the meeting if you were a shareholder as of the close of business on February 4, 2013. If you plan to attend the meeting, you will need an admission ticket. If a broker or bank holds your shares and you would like to attend the meeting, please write to: Alcoa Inc., 201 Isabella Street, Pittsburgh, PA 15212-5858, Attention: Diane Thumma or email to [diane.thumma@alcoa.com](mailto:diane.thumma@alcoa.com). Please include a copy of your brokerage account statement or a legal proxy (which you can get from your broker or bank), and we will send you an admission ticket. If you are a registered shareholder, have your Notice available and either call 1 866 804-9594 or visit [www. AlcoaAdmissionTicket.com](http://www.AlcoaAdmissionTicket.com) and follow the instructions provided.

4. What does it mean if I receive more than one Notice?

If you are a shareholder of record or participate in Alcoa's Dividend Reinvestment and Stock Purchase Plan or employee savings plans, you will receive one Notice (or if you are an employee with an Alcoa email address, an email proxy form) for all shares of common stock held in or credited to your accounts as of the record date, if the account names are exactly the same. If your shares are registered differently and are in more than one account, you will receive more than one Notice or email proxy form, and in that case, you can and are urged to vote all of your shares, which will require you to vote more than once. To avoid this situation in the future, we encourage you to have all accounts registered in the same name and address whenever possible. You can do this by contacting our transfer agent, Computershare, at 1 888 985-2058 (in the U.S. and Canada) or 1 201 680-6578 (all other locations) or through the Computershare website, [www. computershare.com](http://www.computershare.com).

5. How do I vote if I participate in one of the employee savings plans?

You must provide the trustee of the employee savings plan with your voting instructions in advance of the meeting. You may do so by returning your voting instructions by mail, or submitting them by telephone or electronically using the Internet. You cannot vote your shares in person at the annual meeting; the trustee is the only one who can vote your shares. The trustee will vote your shares as you have instructed. If the trustee does not receive your instructions, your shares generally will be voted in proportion to the way the other plan participants voted. To allow sufficient time for voting by the trustee, your voting instructions must be received by 6:00 a.m. Eastern Daylight Time (EDT) on May 1, 2013.

6. Can I change my vote?

There are several ways in which you may revoke your proxy or change your voting instructions before the time of voting at the meeting (please note that, in order to be counted, the revocation or change must be received by 6:00 a.m. EDT on May 3, 2013, or by 6:00 a.m. EDT on May 1, 2013 in the case of instructions to the trustee of an employee savings plan):

- 

Vote again by telephone or at the Internet website.

- 

Mail a revised proxy card or voting instruction form that is dated later than the prior one.

- Common shareholders of record may vote in person at the annual meeting.

- Common shareholders of record may notify Alcoa's Corporate Secretary in writing that a prior proxy is revoked or voting instructions are changed.

- Employee savings plan participants may notify the plan trustee in writing that prior voting instructions are revoked or are changed.

7. Is my vote confidential?

Yes. Proxy cards, ballots and voting tabulations that identify shareholders are kept confidential except:

- as necessary to meet applicable legal requirements and to assert or defend claims for or against the Company;

- in the case of a contested proxy solicitation;

- if a shareholder makes a written comment on the proxy card or otherwise communicates his or her vote to management; or

- to allow the independent inspector of election to certify the results of the vote.

Corporate Election Services, Inc., the independent proxy tabulator used by Alcoa, counts the votes and acts as the inspector of election for the meeting.

8. What constitutes a "quorum" for the meeting?

A quorum consists of a majority of the outstanding shares, present or represented by proxy. A quorum is necessary to conduct business at the annual meeting. You are part of the quorum if you have voted by proxy. Abstentions and broker non-votes count as "shares present" at the meeting for purposes of determining a quorum. Generally, broker non-votes occur when shares held by a broker for a beneficial owner are not voted with respect to a particular proposal because the proposal is not a routine matter, and the broker has not received voting instructions from the beneficial owner of the shares. All items on this year's ballot are "non-routine" matters under New York Stock Exchange ("NYSE") rules except ratification of selection of the auditors (Item 2). If you vote to abstain on one or more proposals, your shares will be counted as present for purposes of determining the presence of a quorum unless you vote to abstain on all proposals.

9. What is the voting requirement to approve each of the proposals, and how are votes counted?

At the close of business on February 4, 2013, the record date for the meeting, Alcoa had outstanding 1,069,292,165 shares of common stock (excluding treasury shares). Each share of common stock outstanding on the record date is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on. Treasury shares are not voted.

Under Pennsylvania corporation law, the approval of any corporate action taken at the annual meeting is based on votes cast. The votes necessary to approve Item 4 (the 2013 Alcoa Stock Incentive Plan), including the impact of abstentions and broker non-votes, are subject to separate NYSE rules and are described below. For all other proposals to be considered at the annual meeting, shareholder approval occurs if the votes cast in favor of the proposal exceed the votes cast against the proposal. “Votes cast” on these proposals means votes “for” or “against” a particular proposal, whether by proxy or in person. Abstentions and broker non-votes are not considered “votes cast” on these proposals and therefore have no effect on the outcome of these proposals. In uncontested elections, directors are elected by a majority of votes cast. As described in more detail on page 22 under “Corporate Governance—Majority Voting for Directors,” Alcoa’s Articles of Incorporation and By-Laws require any incumbent director nominee who receives more “against” than “for” votes to tender his or her resignation for consideration by the Governance and Nominating Committee. Item 3 (advisory approval of executive compensation) is an advisory vote requiring further action by the Company to implement any changes.

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For Item 4 (approval of the 2013 Alcoa Stock Incentive Plan), under NYSE rules, shareholder approval occurs if a majority of votes cast are “for” Item 4 and the total number of votes cast are a majority of the shares of common stock outstanding at the record date. Under NYSE rules, “votes cast” for Item 4 consist of votes “for” or “against” Item 4 as well as abstentions. As a result, abstentions have the effect of a vote “against” Item 4. Broker non-votes are not considered “votes cast” and therefore have no effect on the number of votes cast on Item 4. However, broker non-votes can have the effect of a vote “against” Item 4 if the broker non-vote causes the total number of votes cast on Item 4 to be less than a majority of the shares of common stock outstanding at the record date. If you are a beneficial owner and do not provide the shareholder of record with voting instructions, your shares may constitute broker non-votes, as described under Question 8 above.

10. Who pays for the solicitation of proxies?

Alcoa pays the cost of soliciting proxies. Proxies will be solicited on behalf of the Board of Directors by mail, telephone, other electronic means or in person. We have retained Morrow & Co., LLC, 470 West Avenue, Stamford, CT 06902, to assist with the solicitation for an estimated fee of \$13,000 plus expenses. We will reimburse brokerage firms and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for sending proxy materials to shareholders and obtaining their votes.

11. How do I comment on Company business?

Your comments are collected when you vote using the Internet. We also collect comments from the proxy card if you vote by mailing the proxy card. You may also send your comments to us in care of the Corporate Secretary: Alcoa Inc., Corporate Secretary’s Office, 390 Park Avenue, New York, NY 10022-4608. Although it is not possible to respond to each shareholder, your comments help us to understand your concerns.

12. May I nominate someone to be a director of Alcoa?

Yes, please see page 17 of this proxy statement for complete details.

13. When are the 2014 shareholder proposals due?

To be considered for inclusion in the Company’s 2014 proxy statement, shareholder proposals submitted in accordance with SEC Rule 14a-8 must be received in writing at our principal executive offices no later than November 15, 2013. Address all shareholder proposals to: Alcoa Inc., Corporate Secretary’s Office, 390 Park Avenue, New York, NY 10022-4608. For any proposal that is not submitted for inclusion in next year’s proxy statement, but is instead sought to be presented directly at the 2014 annual meeting, notice of intention to present the proposal, including all information required to be provided by the shareholder in accordance with the Company’s By-Laws, must be received in writing at our principal executive offices by February 2, 2014. Address all notices of intention to present proposals at the 2014 annual meeting to: Alcoa Inc., Corporate Secretary’s Office, 390 Park Avenue, New York, NY 10022-4608. For information on the procedures for shareholder nominations of director candidates for the 2014 annual meeting, see “Nominating Board Candidates—Procedures and Director Qualifications” on page 17.

14. Will the annual meeting be webcast?

Yes, our annual meeting will be webcast on May 3, 2013. You are invited to visit <http://www.alcoa.com> under “About—Corporate Governance—Annual Meeting” at 9:30 a.m. Eastern Daylight Time on May 3, 2013, to access the webcast of the meeting. Registration for the webcast is required. Pre-registration will be available beginning on April 19, 2013. An archived copy of the webcast also will be available on our website.

15. What is “householding”?

Shareholders of record who have the same last name and address and who request paper copies of the proxy materials will receive only one copy unless one or more of them notifies us that they wish to receive individual copies. Householding will not in any way affect dividend check mailings.

We will deliver promptly upon written or oral request a separate copy of the 2012 Annual Report, proxy statement, or Notice of Internet Availability of Proxy Materials, as applicable, to a security holder at a shared address to which a single copy of the document was delivered. Please direct such requests to Diane Thumma at Alcoa Inc., 201 Isabella Street, Pittsburgh, PA 15212-5858, Attention: Diane Thumma or email to [diane.thumma@alcoa.com](mailto:diane.thumma@alcoa.com) or call 1 412 553-1245.

Shareholders of record may request to discontinue or begin householding in the future by contacting our transfer agent, Computershare, at 1 888 985-2058 (in the U.S. and Canada), 1 201 680-6578 (all other locations), by mail to Computershare Shareowner Services LLC, P.O. Box 43006, Providence, RI 02940-3006 or through the Computershare website, [www.computershare.com](http://www.computershare.com). Shareholders owning their shares through a bank, broker or other nominee may request to discontinue or begin householding by contacting their bank, broker or other nominee.

16. How may I obtain a copy of Alcoa’s Annual Report on Form 10-K?

**The Company will provide by mail, without charge, a copy of its Annual Report on Form 10-K for the year ended December 31, 2012 (not including exhibits and documents incorporated by reference), at your request. Please direct all requests to Alcoa Inc., Corporate Communications, 201 Isabella Street, Pittsburgh, PA 15212-5858.**

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## ITEM 1 ELECTION OF DIRECTORS

As of the date of this proxy statement, Alcoa's Board of Directors has 11 members divided into three classes. Directors are elected for three-year terms. The terms for members of each class end in successive years.

The Board of Directors, upon the recommendation of the Governance and Nominating Committee, has nominated three incumbent directors, Arthur D. Collins, Jr., Michael G. Morris, and E. Stanley O'Neal, to stand for re-election to the Board for a three-year term expiring in 2016.

Each of the director nominees was elected by the shareholders at the 2010 Annual Meeting of Shareholders. The Board of Directors affirmatively determined that each of the three nominees qualifies for election under the criteria for evaluation of directors (see "Minimum Qualifications for Director Nominees and Board Member Attributes" on page 17 of this proxy statement). Included in each nominee's biography below is a description of the qualifications, experience, attributes and skills of such nominee. In addition, the Board of Directors determined that each nominee qualifies as an independent director under New York Stock Exchange corporate governance listing standards and the Company's Director Independence Standards. See "Board, Committee and Director Evaluations" on page 25 and "Director Independence and Related Person Transactions" on page 21.

If a nominee is unable to serve as a director, the Board may reduce its size or choose a substitute. Proxies cannot be voted for a greater number of persons than the number of nominees named.

The Board of Directors recommends a vote "FOR" ITEM 1, the election of each of Arthur D. Collins, Jr., Michael G. Morris, and E. Stanley O'Neal to the Board for a three-year term expiring in 2016.

### Nominees to Serve for a Three-Year Term Expiring in 2016

*Arthur D. Collins, Jr.*

**Director since:** 2010

**Age:** 65

**Committees:** Audit Committee; Compensation and Benefits Committee

**Other Current Public Directorships:** The Boeing Company; U.S. Bancorp

### Career Highlights and Qualifications:

Mr. Collins was the Chairman of Medtronic, Inc., a leading medical device and technology company, from April 2002 until his retirement in August 2008, and Chief Executive Officer from May 2002 to August 2007. He held a succession of other executive leadership positions with Medtronic from 1992 until his retirement. Mr. Collins served as President and Chief Executive Officer, President and Chief Operating Officer and Chief Operating Officer at the company. He was Executive Vice President of Medtronic and President of Medtronic International from June 1992 to January 1994.

Prior to joining Medtronic, he was Corporate Vice President of Abbott Laboratories (health care products) from October 1989 to May 1992 and Divisional Vice President of that company from May 1984 to October 1989. He joined

Abbott in 1978 after spending four years with Booz, Allen & Hamilton, a major management consulting firm.

Other Current Affiliations:

In addition to his public company board memberships, Mr. Collins currently serves on the board of privately held Cargill, Incorporated. He is a member of the Board of Overseers of The Wharton School at the University of Pennsylvania and the Board of Visitors at Miami University of Ohio. He also serves as a senior advisor to Oak Hill Capital Partners, L.P., a private equity firm.

Previous Directorships:

Mr. Collins was Chairman of Medtronic, Inc. from 2002 to 2008.

Attributes and Skills:

In addition to his public company board memberships, Mr. Collins' extensive executive and business experience, including his years of executive leadership at Medtronic, allow Alcoa to benefit from his experience managing the operations of a large, global company. He also brings the perspective of a member of several corporate boards. Mr. Collins currently chairs the Governance Committee at U.S. Bancorp, the Compensation Committee at Boeing and the Human Resources and Compensation Committee at Cargill, and he has served on the audit, finance, compensation, governance and executive committees of various boards.

Mr. Collins qualifies as an audit committee financial expert.

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Nominees to Serve for a Three-Year Term Expiring in 2016

*Michael G. Morris*

**Director since:** 2008

**Age:** 66

**Committees:** Audit Committee; Compensation and Benefits Committee; Executive Committee; Governance and Nominating Committee

**Other Current Public Directorships:** American Electric Power Company, Inc.; Limited Brands, Inc.; The Hartford Financial Services Group, Inc.

Career Highlights and Qualifications:

Mr. Morris is Chairman and retired President and Chief Executive Officer of American Electric Power Company, Inc. (AEP), one of the nation's largest utility generators and owner of the largest electricity transmission system in the United States.

Mr. Morris has been Chairman of AEP since 2004. He served as Chief Executive officer of AEP and all of its major subsidiaries from 2004 to November 2011 and as President from 2004 to 2011. From 1997 to 2003, Mr. Morris was Chairman, President and Chief Executive Officer of Northeast Utilities. Prior to that, he held positions of increasing responsibility in energy and natural gas businesses.

Other Current Affiliations:

In addition to his public company board memberships, Mr. Morris serves on the U.S. Department of Energy's Electricity Advisory Board, the National Governors Association Task Force on Electricity Infrastructure, the Institute of Nuclear Power Operations and the Business Roundtable (chairing the Business Roundtable's Energy Task Force).

Previous Directorships:

From 1997 to 2003, Mr. Morris was Chairman of Northeast Utilities. Mr. Morris was previously chairman of the Edison Electric Institute.

Attributes and Skills:

Mr. Morris has proven business acumen, having served as the chief executive officer of significant, complex organizations. Mr. Morris' experience in the energy field is a valuable resource to the Company as we engage in renewing our energy supplies. The production of aluminum requires large amounts of energy in an electrolytic smelting process. In addition, Mr. Morris is a leader in developing the carbon sequestration process, which is a technology that may prove to be valuable to the aluminum industry in reducing greenhouse gas emissions.

Mr. Morris qualified as an audit committee financial expert.

*E. Stanley O'Neal*



**Director since:** 2008

**Age:** 61

**Committees:** Audit Committee; Executive Committee; Governance and Nominating Committee

**Career Highlights and Qualifications:**

Mr. O'Neal served as Chairman of the Board and Chief Executive Officer of Merrill Lynch & Co., Inc. until October 2007. He became Chief Executive Officer of Merrill Lynch in 2002 and was elected Chairman of the Board in 2003. Mr. O'Neal was employed with Merrill Lynch for 21 years, serving as President and Chief Operating Officer from July 2001 to December 2002; President of U.S. Private Client from February 2000 to July 2001; Chief Financial Officer from 1998 to 2000 and Executive Vice President and Co-head of Global Markets and Investment Banking from 1997 to 1998.

Before joining Merrill Lynch, Mr. O'Neal was employed at General Motors Corporation where he held a number of financial positions of increasing responsibility.

**Other Current Affiliations:**

Mr. O'Neal's other affiliations include service on the board of the Memorial Sloan-Kettering Cancer Center, and membership in the Council on Foreign Relations, the Center for Strategic and International Studies and the Economic Club of New York.

**Previous Directorships:**

Mr. O'Neal was a director of General Motors Corporation from 2001 to 2006, chairman of the board of Merrill Lynch & Co., Inc. from 2003 to 2007, and a director of American Beacon Advisors, Inc. (investment advisor registered with the Securities and Exchange Commission) from 2009 to September 2012.

**Attributes and Skills:**

Mr. O'Neal provides a valuable perspective to the Audit Committee as the Company does not have another director with a background in investment banking. He also brings to the Audit Committee a strong financial background in an industrial setting, having served in various financial and leadership positions at General Motors Corporation.

Mr. O'Neal qualifies as an audit committee financial expert.

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Directors Whose Terms Expire in 2014

*Klaus Kleinfeld*

**Director since:** 2003

**Age:** 55

**Committees:** Executive Committee (Chair); International Committee (Chair)

**Other Current Public Directorships:** Bayer AG (Supervisory Board); Morgan Stanley

**Career Highlights and Qualifications:**

Mr. Kleinfeld has been the Chairman and Chief Executive Officer of Alcoa since April 2010. He was President and Chief Executive Officer of Alcoa from May 2008 to April 2010, and President and Chief Operating Officer from October 2007 to May 2008.

Before Alcoa, Mr. Kleinfeld had a 20-year career with Siemens, the global electronics and industrial conglomerate, based in the U.S. and Germany, where he served as Chief Executive Officer of Siemens AG from January 2005 to June 2007. During his tenure, Mr. Kleinfeld presided over a dramatic transformation of that company, reshaping the company's portfolio around three high-growth areas, resulting in an increase of revenues and a near doubling of market capitalization. Mr. Kleinfeld was Deputy Chairman of the Managing Board and Executive Vice President of Siemens AG from 2004 to January 2005, and President and Chief Executive Officer from 2002 to 2004 of Siemens Corporation, Siemens AG's subsidiary in the U.S., which represents the company's largest region.

Mr. Kleinfeld was born in Bremen, Germany, and educated at the University of Goettingen and University of Wuerzburg. He holds a Ph.D. in strategic management and a master's degree in business administration.

**Other Current Affiliations:**

In addition to his public company board memberships, Mr. Kleinfeld serves on the Brookings Institution Board of Trustees. He is Chairman of the U.S.-Russia Business Council, which is dedicated to promoting trade and investment between the United States and Russia.

**Previous Directorships:**

Mr. Kleinfeld was a director of Citigroup Inc. from 2005 to 2007 and a member of the Managing Board of Siemens AG from 2004 to 2007.

**Attributes and Skills:**

As the only management representative on our Board, Mr. Kleinfeld provides an insider's perspective in Board discussions about the business and strategic direction of the Company. He brings to the Board his knowledge of all aspects of Alcoa's global business and his extensive international and senior executive experience.

*James W. Owens*

**Director since:** 2005

**Age:** 67

**Committee:** Audit Committee (Chair)

**Other Current Public Directorships:** International Business Machines Corporation; Morgan Stanley

Career Highlights and Qualifications:

Mr. Owens served as Chairman and Chief Executive Officer of Caterpillar Inc., a leading manufacturer of construction and mining equipment, diesel and natural gas engines and industrial gas turbines, from February 2004 through June 2010. He was Executive Chairman from June to October 2010, when he retired from the company.

Mr. Owens served as Vice Chairman of Caterpillar from December 2003 to February 2004 and as Group President from 1995 to 2003, responsible at various times for 13 of the company's 25 divisions. Mr. Owens joined Caterpillar in 1972 as a corporate economist and was named chief economist of Caterpillar Overseas S.A. in Geneva, Switzerland in 1975. From 1980 until 1987, he held managerial positions in the Accounting and Product Source Planning Departments. In 1987, he became managing director of P.T. Natra Raya, Caterpillar's joint venture in Indonesia. He held that position until 1990, when he was elected a Corporate Vice President and named President of Solar Turbines Incorporated, a Caterpillar subsidiary in San Diego, California. In 1993, he was elected Vice President and Chief Financial Officer.

Other Current Affiliations:

In addition to his public company board memberships, Mr. Owens serves as a senior advisor to Kohlberg Kravis Roberts & Co. L.P., a global asset manager working in private equity and fixed income. His other major affiliations include the Peterson Institute for International Economics and the Council on Foreign Relations.

Previous Directorships:

Mr. Owens was Chairman of Caterpillar Inc. from 2004 to 2010. He was also former Chairman and Executive Committee member of the Business Council.

Attributes and Skills:

Mr. Owens' background as former Chief Financial Officer of Caterpillar provides a strong financial foundation for Audit Committee deliberations. Mr. Owens has proven business acumen, having served as the chief executive officer of a significant, complex global industrial company.

Mr. Owens qualifies as an audit committee financial expert.

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Directors Whose Terms Expire in 2014

*Sir Martin Sorrell*

**Director since:** 2012

**Age:** 68

**Committees:** International Committee; Public Issues Committee

**Other Current Public Directorships:** WPP plc

Career Highlights and Qualifications:

Sir Martin Sorrell founded WPP plc (WPP), the world's largest advertising and marketing services group, in 1985, and has been the Chief Executive Officer since that time. WPP companies, which include some of the most eminent agencies in the business, provide clients with advertising, media investment management, consumer insight, public relations and public affairs, branding and identity, healthcare communications, direct, interactive and internet marketing, and special communication services. Collectively, WPP employs over 153,000 people in 107 countries.

Sir Martin actively supports the advancement of international business schools, advising Harvard, IESE (Spain), the London Business School, the Indian School of Business and the Judge Institute at Cambridge University. He has been publicly recognized with a number of awards, including the Harvard Business School Alumni Achievement Award. Sir Martin received a knighthood in January 2000.

Other Current Affiliations:

In addition to his public company board memberships, Sir Martin serves as a non-executive director of Alpha Topco Limited, a privately held holding company of the Formula One Group. He is Chairman of the International Business Council of the World Economic Forum and a member of the Business Council in the U.S. In addition, Sir Martin serves on the board of directors of the Bloomberg Family Foundation and is a member of the Advisory Boards of global investment firm Stanhope Capital and private equity firm Bowmark Capital.

Attributes and Skills:

Sir Martin is an internationally recognized business leader and brings to the Board his experience in growing the WPP enterprise through innovation, acquisitions and his extensive international business relationships. His international experience and perspective in heading a large multinational group of companies provides Alcoa with invaluable insight and guidance.

*Ratan N. Tata*

**Director since:** 2007

**Age:** 75

**Committees:** International Committee; Public Issues Committee

Career Highlights and Qualifications:

Mr. Tata served as Chairman of Tata Sons Limited, the holding company of the Tata Group, one of India's largest business conglomerates, from 1991 until December 28, 2012. Mr. Tata was also Chairman of the major Tata Group companies, including Tata Motors, Tata Steel, Tata Consultancy and several other Tata companies, until December 28, 2012. Mr. Tata joined the Tata Group in December 1962.

Mr. Tata received a Bachelor of Science degree in Architecture with Structural Engineering from Cornell University in 1962 and completed the Advanced Management Program at Harvard Business School in 1975. He is the recipient of numerous awards and honors, including the Government of India's second highest civilian award, the Padma Vibhushan, and the Deming Cup, awarded in October 2012 by Columbia Business School's W. Edwards Deming Center for quality, productivity, and competitiveness.

Other Current Affiliations:

Mr. Tata is associated with various organizations in India and overseas. He is the Chairman of two of the largest private-sector philanthropic trusts in India. He is a member of the Indian Prime Minister's Council on Trade and Industry. He is the President of the Court of the Indian Institute of Science and Chairman of the Council of Management of the Tata Institute of Fundamental Research. He also serves on the Board of Trustees of Cornell University and the University of Southern California. Mr. Tata is also on the international advisory boards of Mitsubishi Corporation, JP Morgan Chase, Rolls-Royce, Temasek Holdings and the Monetary Authority of Singapore.

Previous Directorships:

Mr. Tata was a director of Bombay Dyeing and Manufacturing Company Limited from 1994 to February 2013 and Fiat S.p.A. from 2006 to April 2012, and Chairman of Tata Sons Limited and the major Tata Group companies until December 2012.

Attributes and Skills:

Mr. Tata brings to the Company's Board significant international business experience in a wide variety of industries. His Asian perspective adds valuable diversity to the deliberations of the Company's Board.

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Directors Whose Terms Expire in 2015

*Kathryn S. Fuller*

**Director since:** 2002

**Age:** 66

**Committees:** Compensation and Benefits Committee; Public Issues Committee

Career Highlights and Qualifications:

Ms. Fuller is the Chair of the Smithsonian's National Museum of Natural History, the world's preeminent museum and research complex, and she also currently serves on the board of The Robert Wood Johnson Foundation, a leading philanthropy in the field of health and health care. Ms. Fuller retired as Chair of The Ford Foundation, a nonprofit organization, in September 2010, after having served in that position since May 2004.

Ms. Fuller retired as President and Chief Executive Officer of World Wildlife Fund U.S. (WWF), one of the world's largest nature conservation organizations, in July 2005, after having served in those positions since 1989. Ms. Fuller continues her affiliation with WWF as President Emerita and an honorary member of the Board of Directors.

Ms. Fuller was a Public Policy Scholar at the Woodrow Wilson International Center for Scholars, a nonpartisan institute established by Congress for advanced study of national and world affairs, for a year beginning in October 2005.

Ms. Fuller had various responsibilities with WWF and The Conservation Foundation from 1982 to 1989, including executive vice president, general counsel and director of WWF's public policy and wildlife trade monitoring programs. Before that, she held several positions in the U.S. Department of Justice, culminating as Chief, Wildlife and Marine Resources Section, in 1981 and 1982.

Attributes and Skills:

Ms. Fuller has led three internationally recognized and respected organizations, having served as the chief executive officer of WWF and Chair of The Ford Foundation and currently serving as Chair of the Smithsonian's National Museum of Natural History. Her experience in managing world-class organizations, combined with her proven leadership skills, international experience and environmental focus have all contributed to the diversity and richness of the Board's deliberations.

The Company has long recognized the need to earn the right to continue to do business in the communities in which it operates, and as a result, the Board seeks the input of directors, such as Ms. Fuller, who have a broad perspective on sustainable development.

*Judith M. Gueron*

Lead Director

**Director since:** 1988

**Age:** 71

**Committees:** Executive Committee; Governance and Nominating Committee (Chair); Public Issues Committee

**Career Highlights and Qualifications:**

Dr. Gueron is Scholar in Residence of MDRC, a nonprofit research organization that designs, manages and studies projects to increase the self-sufficiency of economically disadvantaged groups, since September 2005, and President Emerita of MDRC since 2004. She is a director of the National Bureau of Economic Research.

Dr. Gueron was a Visiting Scholar at the Russell Sage Foundation, a foundation devoted to research in the social sciences, from 2004 to 2005. She was President of MDRC from 1986 to August 2004 and MDRC's Executive Vice President for research and evaluation from 1978 to 1986 and Research Director from 1974 to 1978. Before joining MDRC, she was director of special projects and studies and a consultant for the New York City Human Resources Administration.

A widely published, nationally recognized expert on employment and training, poverty, and family assistance, Dr. Gueron is the author of "From Welfare to Work". She is past President of the Association for Public Policy Analysis and Management, has served on several National Academy of Sciences committees and federal advisory panels, and has frequently testified before Congress. In 2005, she received the inaugural Richard E. Neustadt Award from the John F. Kennedy School of Government, Harvard University.

Dr. Gueron received her B.A. Summa Cum Laude from Radcliffe College in 1963 and her Ph.D. in economics from Harvard University in 1971.

**Other Current Affiliations:**

Dr. Gueron serves on the board of the Society for Research on Educational Effectiveness and the Coalition for Evidence Based Policy.

**Attributes and Skills:**

Dr. Gueron has a depth of experience with the aluminum industry, having served on the Company's Board for over 20 years. Dr. Gueron chaired the Public Issues Committee from its inception in 2002 to April 2010. She has been recognized by her colleagues on the Board for her leadership and development of this committee, which provides advice and guidance on corporate social responsibility and significant public issues that are pertinent to the Company and its stakeholders. Dr. Gueron led three trips to the Juruti bauxite mine project in the Amazon region of Brazil to meet directly with management, community leaders and non-governmental organizations regarding sustainable community development and environmental stewardship of this sensitive area.

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Directors Whose Terms Expire in 2015

*Patricia F. Russo*

**Director since:** 2008

**Age:** 60

**Committees:** Compensation and Benefits Committee (Chair); Executive Committee; Governance and Nominating Committee

**Other Current Public Directorships:** General Motors Company (Lead Director); Hewlett-Packard Company; Merck & Co., Inc.

Career Highlights and Qualifications:

Ms. Russo is the former Chief Executive Officer of Alcatel Lucent, a communications company, from December 2006 to September 2008. She served as Chairman of Lucent Technologies Inc. from 2003 to 2006 and as its Chief Executive Officer and President from 2002 to 2006.

Ms. Russo was President and Chief Operating Officer of Eastman Kodak Company from April 2001, and Director from July 2001, until January 2002, and Chairman of Avaya Inc. from December 2000, until she rejoined Lucent as Chief Executive Officer in January 2002.

Ms. Russo was Executive Vice President and Chief Executive Officer of the Service Provider Networks business of Lucent from November 1999 to August 2000 and served as Executive Vice President from 1996 to 1999. Prior to that, she held various executive positions with Lucent and AT&T.

Other Current Affiliations:

In addition to her public company board memberships, Ms. Russo is a director of KKR Management LLC (the managing partner of KKR & Co., L.P.). She also is Chairman of the Partnership for a Drug-Free America, a national non-profit organization.

Previous Directorships:

Ms. Russo served as a director of Schering Plough Corp. from 1995 until 2009, when it merged with Merck & Co. She was chair of Schering Plough's Governance Committee for six years and its Lead Director prior to the merger.

Attributes and Skills:

Ms. Russo has proven business acumen, having served in executive and board leadership capacities at a number of significant complex global organizations. As chief executive officer of Lucent, she successfully led the company through the severe telecommunications industry downturn in 2002 and 2003, restoring the company to profitability and growth. She then led its cross-border merger negotiations with Alcatel, a French company, and became the newly merged organization's first chief executive, headquartered in France. In addition, her directorships at other public companies provide her with broad experience on issues facing public companies. Ms. Russo has demonstrated a depth of business experience, knowledge of compensation and benefits in her service on the Company's Compensation and



Benefits Committee and as chairman of Hewlett Packard's compensation committee, and an extensive knowledge of governance practices and principles.

*Ernesto Zedillo*

**Director since:** 2002

**Age:** 61

**Committees:** Audit Committee; Public Issues Committee (Chair)

**Other Current Public Directorships:** Citigroup Inc.; Promotora de Informaciones, S.A.; The Procter & Gamble Company

Career Highlights and Qualifications:

Mr. Zedillo has been at Yale University since 2002, where he is the Frederick Iseman '74 Director of the Yale Center for the Study of Globalization; Professor in the Field of International Economics and Politics; Professor of International and Area Studies; and Professor Adjunct of Forestry and Environmental Studies. He was a Distinguished Visiting Fellow at the London School of Economics in 2001.

Mr. Zedillo was elected President of Mexico in August of 1994; his term ran from December of 1994 to December of 2000. He served in the Federal Government of Mexico as Undersecretary of the Budget (1987-1988); as Secretary of Economic Programming and the Budget and board member of various state owned enterprises, including PEMEX, Mexico's national oil company (1988-1992); and as Secretary of Education (1992-1993). From 1978 to 1987, he was with the central bank of Mexico where he served as deputy manager of economic research and deputy director. From 1983 to 1987, he was the founding General Director of the Trust Fund for the Coverage of Exchange Risks, a mechanism created to manage the rescheduling of the foreign debt of the country's private sector that involved negotiations and complex financial operations with hundreds of firms and international banks.

Mr. Zedillo earned his Bachelor's degree from the School of Economics of the National Polytechnic Institute in Mexico and his M.A., M.Phil. and Ph.D. at Yale University. In Mexico, he taught economics at the National Polytechnic Institute and El Colegio de Mexico.

Other Current Affiliations:

In addition to his public company board memberships, Mr. Zedillo belongs to the international advisory boards of Rolls-Royce and BP. He is a senior advisor to the Credit Suisse Research Institute. His current service in non-profit institutions includes being a member of the Foundation Board of the World Economic Forum.

Previous Directorships:

Mr. Zedillo was a director of Electronic Data Systems Corporation from 2007 to 2008 where he was a member of its Governance Committee. He was a director of the Union Pacific Corporation from 2001 to 2006 where he served on the Audit and Finance Committees.

Attributes and Skills:

From his broad experience in government and international politics and his prior service as President of Mexico, Mr. Zedillo brings international perspective and insight to matters such as governmental relations and public issues in the various countries in which Alcoa operates. Mr. Zedillo also has significant financial experience, having previously

served on the audit committee of Union Pacific and as the Secretary of Economic Programming and the Budget for Mexico, as well as having held various positions at Banco de México, the central bank of Mexico.

Mr. Zedillo qualifies as an audit committee financial expert.

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Nominating Board Candidates – Procedures and Director Qualifications

Shareholder Recommendations for Director Nominees

Any shareholder wishing to recommend a candidate for director should submit the recommendation in writing to our principal executive office: Alcoa Inc., Governance and Nominating Committee, c/o Corporate Secretary's Office, 390 Park Avenue, New York, NY 10022-4608. The written submission should comply with all requirements set forth in the Company's Articles of Incorporation and By-Laws. The committee will consider all candidates recommended by shareholders who comply with the foregoing procedures and satisfy the minimum qualifications for director nominees and Board member attributes.

Shareholder Nominations from the Floor of the Annual Meeting

The Company's Articles of Incorporation provide that any shareholder entitled to vote at an annual shareholders' meeting may nominate one or more director candidates for election at that annual meeting by following certain prescribed procedures. Not later than 90 days before the anniversary date of the immediately preceding annual meeting, the shareholder must provide to Alcoa's Corporate Secretary written notice of the shareholder's intent to make such a nomination or nominations. The notice must contain all of the information required in the Company's Articles of Incorporation and By-Laws.

Any such notice must be sent to our principal executive offices: Alcoa Inc., Corporate Secretary's Office, 390 Park Avenue, New York, NY 10022-4608. The deadline for receipt of any shareholder nominations for the 2014 annual meeting is February 2, 2014.

Minimum Qualifications for Director Nominees and Board Member Attributes

The Governance and Nominating Committee has adopted Criteria for Identification, Evaluation and Selection of Directors:

1.

Directors must have demonstrated the highest ethical behavior and must be committed to the Company's values.

2.

Directors must be committed to seeking and balancing the legitimate long-term interests of all of the Company's shareholders, as well as its other stakeholders, including its customers, employees and the communities where the Company has an impact. Directors must not be beholden primarily to any special interest group or constituency.

3.

It is the objective of the Board that all non-management directors be independent. In addition, no director should have, or appear to have, a conflict of interest that would impair that director's ability to make decisions consistently in a fair and balanced manner.

4.

Directors must be independent in thought and judgment. They must each have the ability to speak out on difficult subjects; to ask tough questions and demand accurate, honest answers; to constructively challenge management; and at the same time, act as an effective member of the team, engendering by his or her attitude an atmosphere of collegiality and trust.

5.

Each director must have demonstrated excellence in his or her area and must be able to deal effectively with crises and to provide advice and counsel to the Chief Executive Officer and his or her peers.

6.

Directors should have proven business acumen, serving or having served as a chief executive officer, chief operating officer or chief financial officer of a significant, complex organization, or other senior leadership role in a significant, complex organization; or serving or having served in a significant policy-making or leadership position in a well respected, nationally or internationally recognized educational institution, not-for-profit organization or governmental entity; or having achieved a widely recognized position of leadership in the director's field of endeavor, which adds substantial value to the oversight of material issues related to the Company's business.

7.

Directors must be committed to understanding the Company and its industry; to regularly preparing for, attending and actively participating in meetings of the Board and its committees; and to ensuring that existing and future individual commitments will not materially interfere with the director's obligations to the Company. The number of other board memberships, in light of the demands of a director nominee's principal occupation, should be considered, as well as travel demands for meeting attendance.

8.

Directors must understand the legal responsibilities of board service and fiduciary obligations. All members of the Board should be financially literate and have a sound understanding of business strategy, business environment, corporate governance and board operations. At least one member of the Board must satisfy the requirements of an "audit committee financial expert."

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9.

Directors must be self-confident and willing and able to assume leadership and collaborative roles as needed. They need to demonstrate maturity, valuing board and team performance over individual performance and respect for others and their views.

10.

New director nominees should be able to and committed to serve as a member of the Board for an extended period of time.

11.

While the diversity, the variety of experiences and viewpoints represented on the Board should always be considered, a director nominee should not be chosen nor excluded solely or largely because of race, color, gender, national origin or sexual orientation or identity. In selecting a director nominee, the committee will focus on any special skills, expertise or background that would complement the existing Board, recognizing that the Company's businesses and operations are diverse and global in nature.

12.

Directors should have reputations, both personal and professional, consistent with the Company's image and reputation.

#### Process of Evaluation of Director Candidates

The Governance and Nominating Committee makes a preliminary review of a prospective candidate's background, career experience and qualifications based on available information or information provided by an independent search firm which identifies or provides an assessment of a candidate. If a consensus is reached by the committee that a particular candidate would likely contribute positively to the Board's mix of skills and experiences, and a Board vacancy exists or is likely to occur, the candidate is contacted to confirm his or her interest and willingness to serve. The committee conducts in-person interviews and may invite other Board members or senior Alcoa executives to interview the candidate to assess the candidate's overall qualifications. The committee considers the candidate against the criteria it has adopted in the context of the current composition and needs of the Board and its committees.

At the conclusion of this process, the committee reaches a conclusion and reports the results of its review to the full Board. The report includes a recommendation whether the candidate should be nominated for election to the Board. This procedure is the same for all candidates, including director candidates identified by shareholders.

The Governance and Nominating Committee has retained the services of a search firm that specializes in identifying and evaluating director candidates. Services provided by the search firm include identifying potential director candidates meeting criteria established by the committee, verifying information about the prospective candidate's credentials, and obtaining a preliminary indication of interest and willingness to serve as a Board member.

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## DIRECTOR COMPENSATION

The Governance and Nominating Committee reviews director compensation periodically and recommends changes to the Board, when it deems appropriate, based on market information provided to the committee by Pearl Meyer & Partners, an independent compensation consultant, and taking into account various factors, including the responsibilities of directors generally, the responsibilities of committee chairs, and Company performance. Information regarding the retention of Pearl Meyer can be found under “Corporate Governance—Compensation Consultants” on page 27. The Board reviews the recommendations of the Governance and Nominating Committee and determines the form and amount of director compensation. Directors who also serve as employees of the Company do not receive payment for services as a director.

### Director Fees

The following table describes the components of director compensation for 2012:

<b>Type of Fee</b>	<b>2012 Amount</b>
Annual retainer for all directors	\$ 210,000
Annual fee to serve as Lead Director and to chair the Governance and Nominating Committee	\$ 27,500
Annual fee to chair the Audit Committee	\$ 27,500
Annual fee to serve on the Audit Committee	\$ 11,000
Annual fee to chair the Compensation and Benefits Committee	\$ 16,500
Annual fee to chair the Public Issues Committee	\$ 16,500

Effective January 1, 2013, the Board of Directors, upon recommendation of the Governance and Nominating Committee, approved an increase of the annual director retainer fee to \$230,000, and an increase of the annual fee to chair the Compensation and Benefits Committee to \$20,000. The 2013 fee increase was the first increase in directors' compensation since January 1, 2011. Fees for service as Lead Director, for service as leaders of other committees or for participation on the Audit Committee were not changed.

### Stock Ownership Guidelines for Directors

Each director is required to invest 50% of his or her cash fees annually to purchase Alcoa common stock until stock ownership reaches \$350,000 (this amount was increased to \$400,000 effective beginning in 2013), and each director is required to maintain that investment until retirement from the Board. To satisfy this requirement, directors may defer fees into the Alcoa share equivalent fund under the Company's 2005 Deferred Fee Plan for Directors, or purchase shares in the market. Compliance with the ownership value requirement is measured annually and if the stock price declines in value, directors must continue to invest in Alcoa stock until the stock ownership guideline is reached.

### 2012 Director Compensation

The following table details the total compensation of the Company's non-employee directors for the year ended December 31, 2012:

**Change in Pension Value  
and**

<b>Name<sup>1</sup></b>	<b>Fees Earned or Paid in Cash</b>	<b>Nonqualified Deferred Compensation Earnings</b>	<b>All Other Compensation</b>	<b>Total</b>
<b>(a)</b>	<b>\$(b)</b>	<b>\$(f)</b>	<b>\$(g)</b>	<b>\$(h)</b>
Arthur D. Collins, Jr.	\$ 221,000		\$ 2,500	\$ 223,500
Kathryn S. Fuller	\$ 210,000		\$ 250	\$ 210,250
Judith M. Gueron	\$ 237,500	\$ 40,798	\$ 3,819	\$ 282,117
Michael G. Morris	\$ 221,000			\$ 221,000
E. Stanley O'Neal	\$ 221,000			\$ 221,000
James W. Owens	\$ 237,500			\$ 237,500
Patricia F. Russo	\$ 226,500			\$ 226,500
Sir Martin Sorrell	\$ 210,000			\$ 210,000
Ratan N. Tata	\$ 210,000			\$ 210,000
Ernesto Zedillo	\$ 237,500			\$ 237,500

1.

Klaus Kleinfeld is a Company employee and receives no compensation for services as a director.

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**Explanation of information in the columns of the table:**

*Fees Earned or Paid in Cash (Column (b))*

This column reflects the cash fees earned by directors for Board and committee service in 2012, whether or not such fees were deferred.

*Stock Awards, Option Awards, and Non-Equity Incentive Plan Compensation (Columns (c),(d) and (e))*

In 2012, we did not issue any stock or option awards to directors and we do not have any non-equity incentive plan compensation for directors. Accordingly, we have omitted columns (c), (d) and (e) from the table.

*Change in Pension Value and Nonqualified Deferred Compensation Earnings (Column (f))*

This column reflects the change in pension value for a legacy plan described below under “Fee Continuation Plan for Non-Employee Directors.” The Company does not pay above-market or preferential earnings on fees that are deferred. The 2005 Deferred Fee Plan for Directors and a predecessor plan have the same investment options as the Company’s 401(k) tax-qualified savings plan for salaried employees. We therefore do not report earnings on deferred fees in column (f).

*All Other Compensation (Column (g))*

The amounts shown in this column for Mr. Collins and Ms. Fuller are amounts matched by the Alcoa Foundation in 2012 under an educational gift matching program. The program, which matched up to \$2,500 in charitable contributions a year to approved educational organizations, was available to all U.S. employees and retirees on the same basis and was discontinued at the end of 2012. The amount shown in this column for Ms. Gueron represents imputed income related to a 2012 trip to U.S. Alcoa facilities by directors to review the Company’s Engineered Products and Solutions operations. Spouses were invited to attend this trip and imputed income was charged to those directors whose spouses joined the briefing. This imputed income was primarily for air travel to and from New York and meals. Directors do not receive tax gross ups for imputed income.

**Fee Continuation Plan for Non-Employee Directors**

The Company does not provide retirement benefits to non-employee directors under any current program. Ms. Gueron is the only current director entitled to receive retirement benefits under a legacy plan. She will receive annual payments in cash for life upon retirement from the Board under the terms of the Fee Continuation Plan for Non-Employee Directors, which was frozen in 1995. The plan was amended in 2006 to provide that all payments would be made in cash rather than stock and cash, at the equivalent value of the payments plan participants would have received in stock and cash. The amounts reflected in column (f) of the 2012 Director Compensation table assume retirement with a present value of the accumulated stock-based portion of the award based on the 2012 year-end closing price of \$8.68 per share as compared with a 2011 year-end closing price of \$8.65 per share, and with the present value of annual stock grant payments assuming an annual stock increase of 4.00% per year consistent with Financial Accounting Standards Board’s Accounting Standards Codification Topic 715, Compensation—Retirement Benefits accounting valuation assumptions.



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## CORPORATE GOVERNANCE

Alcoa is a values-based company. Our values guide our behavior at every level and apply across the Company on a global basis. We expect all directors, officers and employees to conduct business in compliance with our Business Conduct Policies and we survey compliance with these policies on an annual basis. The Board has adopted a number of policies to support our values and good corporate governance, including Corporate Governance Guidelines, Board committee charters, Director Independence Standards, a Code of Ethics for the CEO, CFO and other financial professionals and a Related Person Transaction Approval Policy.

Our values have been recognized in numerous awards, including being selected for the Dow Jones Sustainability Index for both North America and the World. In addition, Alcoa has been named the Most Admired Company in the metals category of the 2013 Fortune Most Admired Companies rankings.

### Where to Find Corporate Governance Information

Additional corporate governance information as well as all of the documents listed above are available on our website at [http:// www.alcoa.com](http://www.alcoa.com) under “About—Corporate Governance.” Copies of these documents are also available in print form at no charge by sending a request to Alcoa Inc., Corporate Communications, 201 Isabella Street, Pittsburgh, PA 15212-5858.

In addition to the other policies described in this section, we highlight below certain of our corporate governance policies and practices:

- 

Service on the audit committees of public companies is limited to three audit committees, including the Company’s.

- 

Directors who serve as chief executive officers of public companies should not serve on more than two outside boards and other directors should not serve on more than four outside public company boards in addition to Alcoa’s Board. Exceptions to the general rule regarding directors who are not CEOs may be made by the Governance and Nominating Committee.

- 

Directors’ attendance at annual meetings is expected.

- 

A nominee for election or re-election to the Board of Directors will not be considered for election or re-election if the nominee will reach the mandatory retirement age during the term, unless the nominee is in a significant leadership role with another complex, global organization at the time of nomination or unless a majority of the Board approves an exception.

-

The criteria for selection of directors are included in the Corporate Governance Guidelines and posted on the Company's website.

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Our Insider Trading Policy, which is applicable to directors, officers and employees and certain family members, other members of a person's household and entities controlled by a person covered by the policy, contains restrictions that, among other things:

–

prohibits the use of financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of Alcoa securities; and

–

prohibits directors and executive officers from holding Alcoa securities in margin accounts, pledging Alcoa securities as collateral, or maintaining an automatic rebalance feature in savings accounts.

•

The Public Issues Committee oversees the Company's policies and practices relating to the Company's political activities. Additional information is available on our website at the address noted above.

## Director Independence and Related Person Transactions

### Director Independence

In its Corporate Governance Guidelines, the Board has adopted the policy that independence depends not only on directors' individual relationships, but also on the Board's overall attitude. Providing objective, independent judgment is at the core of the Board's oversight function. Under the Company's Director Independence Standards, which conform to the corporate governance listing standards of the New York Stock Exchange, a director is not considered "independent" unless the Board affirmatively determines that the director has no material relationship with the Company or any subsidiary in the consolidated group. The Director Independence Standards comprise a list of all categories of material relationships affecting the determination of a director's independence. Any relationship that falls below a threshold set forth in the Director Independence Standards, or is not otherwise listed in the Director Independence Standards, and is not required to be disclosed under Item 404(a) of Securities and Exchange Commission Regulation S-K, is deemed to be an immaterial relationship.

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The Board has affirmatively determined that all the directors are independent except Mr. Kleinfeld, who is employed by the Company (and therefore does not meet the independence standards set forth in the Director Independence Standards). In the course of its determination regarding independence, the Board did not find any material relationships between the Company and any of the directors, other than Mr. Kleinfeld's employment.

Transactions with Related Persons

**Review, Approval and Ratification of Transactions with Related Persons.** The Company's policies and procedures for reviewing, approving and ratifying transactions with related persons are set forth in a written policy, which is available on our website at <http://www.alcoa.com> under "About—Corporate Governance—Policies—Related Person Transaction Approval Policy." The policy applies to any transaction in which the Company or a Company subsidiary is a participant, the amount involved exceeds \$120,000 and a related person has a direct or indirect material interest. A related person means any director or executive officer of the Company, any nominee for director, any shareholder known to the Company to be the beneficial owner of more than 5% of any class of the Company's voting securities, and any immediate family member of any such person.

Under these procedures, management reviews determine which transactions or relationships should be referred to the Governance and Nominating Committee for consideration. The Governance and Nominating Committee then reviews the material facts regarding a transaction and determines whether to approve, ratify, revise or reject a related person transaction, or to refer it to the full Board or another committee of the Board for consideration. Under the policy, certain transactions are deemed to be pre-approved: (i) employment of executive officers (except employment of an executive officer that is an immediate family member of another executive officer); (ii) director compensation; (iii) commercial transactions in the ordinary course of business under ordinary business terms with another company in which a director or a director's immediate family member is an employee, a director, or a beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of \$1 million or 2 percent of the other company's total annual revenues, (iv) charitable contributions in which a related person's only relationship is as an employee (other than an executive officer), or a director or trustee, if the aggregate amount involved does not exceed the greater of \$250,000 or 2 percent of the charitable organization's total annual receipts; (v) transactions, such as the receipt of dividends, in which all shareholders receive proportional benefits; and (vi) transactions involving competitive bids.

**2012 Transactions with Related Persons.** Based on information provided by the directors, the executive officers, and the legal department, the Governance and Nominating Committee determined that there are no material related person transactions to be reported in this proxy statement. We indemnify our directors and officers to the fullest extent permitted by law against personal liability in connection with their service to the Company. This indemnity is required under the Company's Articles of Incorporation and the By-Laws, and we have entered into agreements with these individuals contractually obligating us to provide this indemnification to them.

Majority Voting for Directors

Alcoa's Articles of Incorporation and By-Laws provide a majority voting standard for election of directors in uncontested elections. If an incumbent director nominee receives a greater number of votes cast against his or her election than in favor of his or her election (excluding abstentions) in an uncontested election, the nominee must immediately tender his or her resignation, and the Board will decide, through a process managed by the Governance and Nominating Committee and excluding the nominee, whether to accept the resignation at its next regularly scheduled Board meeting. The Board's explanation of its decision will be promptly disclosed in accordance with SEC rules and regulations. An election of directors is considered to be contested if there are more nominees for election

than positions on the Board to be filled by election at the meeting of shareholders. Any director nominee not already serving on the Board who fails to receive a majority of votes cast in an uncontested election will not be elected to the Board.

#### Board Leadership Structure

The Company's current Board leadership structure is composed of a combined Chairman of the Board and Chief Executive Officer, an independent director serving as the Lead Director and strong, active independent directors. Alcoa has had a strong, independent Lead Director for a number of years. The Board believes this structure provides a very well-functioning and effective balance between strong Company leadership and appropriate safeguards and oversight by independent directors. By serving in both positions, the Chief Executive Officer and Chairman is able to draw on his detailed knowledge of the Company to provide the Board, in coordination with the Lead Director, leadership in focusing its discussions and review of the Company's strategy. In addition, a combined role of Chief Executive Officer and Chairman ensures that the Company presents its message and strategy to its stakeholders with a unified voice. It also allows for efficient decision making and focused accountability. The Board believes that it is in the best interest of the Company and its shareholders for Mr. Kleinfeld to serve as Chairman and Chief Executive Officer, considering the strong role of our independent Lead Director and other corporate governance practices providing independent oversight of management as set forth below.

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The Company's corporate governance practices and policies ensure substantial independent oversight of management. For instance:

•

Ten out of our 11 directors are independent as defined by the listing standards of the New York Stock Exchange and the Company's Director Independence Standards.

•

The Board's key standing committees are composed solely of independent directors. The Audit Committee, the Compensation and Benefits Committee, the Governance and Nominating Committee and the Public Issues Committee are each composed solely of independent directors. All members of the International Committee and the Executive Committee are independent directors other than Mr. Kleinfeld. The committees provide independent oversight of management.

•

Our independent directors meet at every regular meeting in executive session without management or the Chairman and Chief Executive Officer present. These meetings are led by the Lead Director, Judith M. Gueron.

The Lead Director's role is defined as follows:

1.

Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;

2.

Respond directly to shareholder and other stakeholder questions and comments that are directed to the Lead Director or to the independent directors as a group, with such consultation with the Chairman or other directors as the Lead Director may deem appropriate;

3.

Approve meeting agendas and schedules for the Board;

4.

Ensure personal availability for consultation and communication with independent directors and with the Chairman, as appropriate;

5.

Call executive sessions of the Board; and

6.

Call special meetings of the independent directors in accordance with the By-Laws of the Company, as the Lead Director may deem to be appropriate.

The Chief Legal and Compliance Officer and the Corporate Secretary's Office provide support to the Lead Director in fulfilling the Lead Director's role.

#### The Board's Role in Risk Oversight

It is management's responsibility to manage risk and bring to the Board of Directors' attention the most material risks to the Company. The Board of Directors has oversight responsibility of the processes established to report and monitor systems for material risks applicable to the Company and annually reviews the Company's enterprise risk management. The Audit Committee regularly reviews materials risk management, which includes hedging policies and practices and the relationship between the commodity pricing of aluminum on the London Metal Exchange, and major cost inputs, including energy. The Audit Committee also regularly reviews treasury risks (including those relating to insurance, credit, debt, interest rates and foreign currency exchange rates), financial and accounting risks, legal and compliance risks, information technology and cyber security risks, tax and environmental risks, and risks related to internal controls. In addition, the Public Issues Committee considers risks to the Company's reputation and reviews risks related to the sustainability of its operations. The Governance and Nominating Committee considers risks related to succession planning for the Board of Directors and oversees the appropriate allocation of responsibility for risk oversight among the committees of the Board. The Compensation and Benefits Committee considers risks related to the attraction and retention of talent, risks relating to the design of compensation programs and incentive arrangements, and risks related to the investment management of the Company's principal retirement and savings plans. The Compensation and Benefits Committee also reviews compensation and benefits plans affecting employees in addition to those applicable to executive officers. We have determined that it is not reasonably likely that risks arising from compensation and benefit plans would have a material adverse effect on the Company. See "Compensation Discussion and Analysis—Other Compensation Policies and Practices—What We Do—We Have a Conservative Compensation Risk Profile" on page 45. The full Board has oversight of enterprise risk management and considers strategic risks and opportunities on a regular basis. In addition, the Board regularly receives detailed reports from the committees regarding risk oversight in their areas of responsibility. The Company believes that the Board leadership structure supports its role in risk oversight. Strong independent directors chair the various committees involved with risk oversight, there is open communication between management and directors and all directors are actively involved in the risk oversight function.

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## Board Diversity

Our policy on Board diversity relates to the selection of nominees for the Board. Our policy provides that while diversity and variety of experiences and viewpoints represented on the Board should always be considered, a director nominee should not be chosen nor excluded solely or largely because of race, color, gender, national origin or sexual orientation or identity. In selecting a director nominee, the Governance and Nominating Committee focuses on skills, expertise and background that would complement the existing Board, recognizing that the Company's businesses and operations are diverse and global in nature. Reflecting the global nature of our business, our directors are citizens of the United States, Germany, India, Mexico and the United Kingdom. We have three female directors, one African-American director, one Indian director and one Hispanic director out of a total of 11 directors, as of the date of this proxy statement. Our directors come from diverse backgrounds, including in the business, non-profit and governmental arenas.

## Meetings and Attendance

The Board met six times in 2012. Attendance by directors at Board and committee meetings averaged 96%. Each director attended 75% or more of the aggregate of all meetings of the Board and the committees on which he or she served during 2012.

Under Alcoa's Corporate Governance Guidelines, all directors are expected to attend the annual meeting of shareholders. All of the current members of the Board, except Mr. Tata, attended the Company's 2012 annual meeting.

## Committees of the Board

There are six standing committees of the Board, as discussed below. The Board has adopted written charters for the Audit, Compensation and Benefits, Governance and Nominating and Public Issues Committees, which are available on our website at <http://www.alcoa.com> under "About—Corporate Governance—Committees."

The following table sets forth the Board committees and the current members of each of the committees.

	<b>Audit</b>	<b>Compensation and Benefits</b>	<b>Executive</b>	<b>Governance and Nominating</b>	<b>International</b>	<b>Public Issues</b>
Arthur D. Collins, Jr.*	X	X				
Kathryn S. Fuller*		X				X
Judith M. Gueron*			X	Chair		X
Klaus Kleinfeld			Chair		Chair	
Michael G. Morris*	X	X	X	X		
E. Stanley O'Neal*	X		X	X		

James W. Owens*	Chair				
Patricia F. Russo*		Chair	X	X	
Sir Martin Sorrell*					X X
Ratan N. Tata*					X X
Ernesto Zedillo*	X				Chair
*					

#### Independent Director

**Audit Committee.** The Audit Committee reviews Alcoa’s auditing, financial reporting and internal control functions and retains, oversees and evaluates the independent auditors. It also reviews the Company’s internal and external audit reports, compliance reports and risk management issues. The Audit Committee has oversight of key risk management issues as well as financial matters. The Audit Committee Charter authorizes the committee to retain the independent auditors and to engage outside advisors, as it deems appropriate, including financial and legal experts. At its regularly scheduled meetings, the Audit Committee meets individually with the independent auditors, the Chief Financial Officer, the Vice President of internal audit and the Chief Legal and Compliance Officer, without any other members of management present. The committee met nine times in 2012. The chairman of this committee also met with management and the independent auditors before earnings announcements in January, April, July and October.

Each member of the Audit Committee is financially literate, and the Board of Directors has determined that each member qualifies as an “audit committee financial expert” under applicable Securities and Exchange Commission rules. All members of the Audit Committee have been determined by the Board of Directors to be independent in accordance with SEC regulations, NYSE listing standards and the Board’s Director Independence Standards. No committee member currently sits on more than one other public company’s audit committee.



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**Compensation and Benefits Committee.** The Compensation and Benefits Committee discharges the Board's responsibilities relating to the compensation of the Company's officers, oversees the administration of the Company's compensation and benefits plans (particularly the incentive compensation and equity-based plans) and approves the Compensation Discussion and Analysis for inclusion in the proxy statement. The By-Laws of the Company provide that the Compensation and Benefits Committee of the Board of Directors has the sole authority to determine the compensation of all officers of the Company who are elected by the Board, including incentive compensation. In addition, the 2009 Alcoa Stock Incentive Plan (and its predecessor) approved by shareholders provides that the Compensation and Benefits Committee has full power and authority to establish equity-based awards for executive officers. Executive officers do not determine the amount or form of executive or director compensation, but the Chief Executive Officer recommends to the Compensation and Benefits Committee compensation changes and incentive compensation for other executive officers. The Compensation and Benefits Committee may form and delegate its authority to subcommittees when appropriate (including subcommittees of management).

The Compensation and Benefits Committee has the sole authority to retain and terminate a compensation consultant, as well as to approve the consultant's fees and other terms of engagement. It also has the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. Information regarding the Compensation and Benefits Committee's engagement of a compensation consulting firm can be found under "—Compensation Consultants" on page 27.

The Compensation and Benefits Committee met six times in 2012. All members of the Compensation and Benefits Committee have been determined by the Board of Directors to be independent in accordance with SEC regulations, the NYSE listing standards and the Board's Director Independence Standards.

**Executive Committee.** The Executive Committee has authority to act on behalf of the Board. In 2012, this committee met two times when specific action was required between Board meetings.

**Governance and Nominating Committee.** The Governance and Nominating Committee is responsible for identifying individuals qualified to become Board members and recommending them to the full Board for consideration. This responsibility includes evaluating all potential candidates, whether initially recommended by management, other Board members or shareholders. In addition, the committee makes recommendations to the Board regarding Board committee assignments, develops and annually reviews corporate governance guidelines for the Company, approves related person transactions, coordinates an annual performance review of the Board, Board committees and individual director nominees and otherwise oversees corporate governance matters. The committee also periodically reviews and makes recommendations to the Board regarding director compensation. The committee met five times in 2012. All members of the Governance and Nominating Committee have been determined by the Board of Directors to be independent in accordance with SEC regulations, the NYSE listing standards and the Board's Director Independence Standards.

**International Committee.** The International Committee provides a forum for additional discussion and input on international markets, business conditions and political developments. The committee meets on an as-needed basis depending on business requirements. The committee did not meet in 2012.

**Public Issues Committee.** The Public Issues Committee provides guidance on matters relating to the Company's corporate social responsibility, including good corporate citizenship, environmental sustainability, health and safety and social issues, oversees and monitors the Company's policies and practices to ensure alignment with the Company's vision and values, and advises on significant public issues that are pertinent to the Company and its stakeholders. The Public Issues Committee considers, and brings to the attention of the Board as appropriate, current and emerging political, social and environmental trends and major global legislative and regulatory developments or other public policy issues that may affect the business operations, performance or public image of the Company or are otherwise

pertinent to the Company and its stakeholders. In addition, the committee oversees the Company's policies and practices relating to the Company's political activities, diversity and charitable contributions, and monitors the Company's reputation and environmental sustainability progress. The committee met five times in 2012.

#### Board, Committee and Director Evaluations

The Board of Directors annually assesses the effectiveness of the full Board, the operations of its committees and the contributions of individual directors. The Governance and Nominating Committee oversees the evaluation of the Board as a whole and its committees, as well as individual evaluations of those directors who are being considered for possible re-nomination to the Board.

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Shareholder Communications with Directors

The Board of Directors welcomes input and suggestions. Those wishing to contact the Lead Director or the non-management directors as a group may do so by sending a written communication to the attention of the Lead Director c/o Alcoa Inc., Corporate Secretary's Office, 390 Park Avenue, New York, NY 10022-4608. To communicate issues or complaints regarding questionable accounting, internal accounting controls or auditing matters, send a written communication to the Audit Committee c/o Alcoa Inc., Corporate Secretary's Office, 390 Park Avenue, New York, NY 10022-4608. Alternatively, you may place an anonymous, confidential, toll free call in the United States to Alcoa's Compliance Line at 1 800 346-7319. For a listing of Compliance Line telephone numbers outside the United States, go to <http://www.alcoa.com> "About Alcoa—Corporate Governance—Ethics and Compliance".

Communications received are distributed to the Board or to any individual director or directors as appropriate, depending upon the facts and circumstances outlined in the communication. The Board of Directors has asked the Corporate Secretary's Office to submit to the Board all communications received, excluding only those items that are not related to Board duties and responsibilities, such as:

- Junk mail and mass mailings;
- Product complaints and product inquiries;
- New product or technology suggestions;
- Job inquiries and resumes;
- Advertisements or solicitations; and
- Surveys.

Business Conduct Policies and Code of Ethics

The Company's Business Conduct Policies, which have been in place for many years, apply equally to the directors and to all officers and employees of the Company, as well as those of our controlled subsidiaries, affiliates and joint ventures. The directors and employees in positions to make discretionary decisions are surveyed annually regarding their compliance with the policies.

In November 2003, the Board adopted a code of ethics applicable to the CEO, CFO and other financial professionals, including the principal accounting officer, and those subject to it are surveyed annually for compliance with it. Only the Audit Committee can amend or grant waivers from the provisions of the Company's code of ethics, and any such amendments or waivers will be posted promptly at <http://www.alcoa.com>. To date, no such amendments have been made or waivers granted.

#### Recovery of Incentive Compensation

The Board of Directors adopted the following policy in 2006:

If the Board learns of any misconduct by an executive officer that contributed to the Company having to restate all or a portion of its financial statements, it shall take such action as it deems necessary to remedy the misconduct, prevent its recurrence and, if appropriate, based on all relevant facts and circumstances, take remedial action against the wrongdoer in a manner it deems appropriate. In determining what remedies to pursue, the Board shall take into account all relevant factors, including whether the restatement was the result of negligent, intentional or gross misconduct. The Board will, to the full extent permitted by governing law, in all appropriate cases, require reimbursement of any bonus or incentive compensation awarded to an executive officer or effect the cancellation of unvested restricted or deferred stock awards previously granted to the executive officer if: a) the amount of the bonus or incentive compensation was calculated based upon the achievement of certain financial results that were subsequently the subject of a restatement, b) the executive engaged in intentional misconduct that caused or partially caused the need for the restatement, and c) the amount of the bonus or incentive compensation that would have been awarded to the executive had the financial results been properly reported would have been lower than the amount actually awarded. In addition, the Board may dismiss the executive officer, authorize legal action for breach of fiduciary duty or take such other action to enforce the executive's obligations to Alcoa Inc. as the Board determines fit the facts surrounding the particular case. The Board may, in determining appropriate remedial action, take into account penalties or punishments imposed by third parties, such as law enforcement agencies, regulators or other authorities. The Board's power to determine the appropriate punishment for the wrongdoer is in addition to, and not in replacement of, remedies imposed by such entities.

The Incentive Compensation Plan was amended in 2006 to incorporate this policy. This plan governs annual incentive compensation awards to a large number of executives and managers. In 2009, the shareholders approved the 2009 Alcoa Stock Incentive Plan, which also incorporates this policy. In 2011, the shareholders approved a Section 162(m) Compliant Annual Cash Incentive Compensation Plan, which incorporates this policy. If approved by shareholders, the 2013 Alcoa Stock Incentive Plan, as proposed in Item 4, also contains this policy.

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Compensation Committee Interlocks and Insider Participation

No member of the Compensation and Benefits Committee has served as one of our officers or employees at any time. None of our executive officers serves as a member of the compensation committee of any other company that has an executive officer serving as a member of our Board. None of our executive officers serves as a member of the board of directors of any other company that has an executive officer serving as a member of our Compensation and Benefits Committee.

Compensation Consultants

During 2012, the Compensation and Benefits Committee continued its retention of Pay Governance LLC as its independent compensation consultant. See “Compensation Discussion and Analysis—Other Compensation Policies and Practices—What We Do—We Retain An Independent Compensation Consultant” on page 45. The committee assessed Pay Governance’s independence and found no conflict of interest. In its assessment, the Committee took into account the following factors:

- 
- Pay Governance provides no other services to the Company;
- 
- the amount of fees received from the Company by Pay Governance as a percentage of its total revenue;
- 
- the policies and procedures that Pay Governance has in place to prevent conflicts of interest;
- 
- any business or personal relationships between the consultant at Pay Governance performing consulting services and any Compensation and Benefits Committee members or any executive officer; and
- 
- any ownership of Company stock by the consultant.

During 2012, the Company continued to retain Pearl Meyer & Partners to provide consultation services regarding non-employee director compensation. The Company did not find any conflict of interest with Pearl Meyer and considered the following factors in its determination:

- 
- Pearl Meyer provides no other services to the Company;
-

the amount of fees received from the Company by Pearl Meyer as a percentage of its total revenue;

•

the policies and procedures that Pearl Meyer has in place to prevent conflicts of interest;

•

any business or personal relationships between the consultant at Pearl Meyer performing consulting services and any Board members or any executive officer; and

•

any ownership of Company stock by the consultant.

#### Other Matters

***Litigation Proceedings Involving Directors or Officers.*** As previously reported in the Company's other SEC filings, on July 21, 2008, the Teamsters Local #500 Severance Fund and the Southeastern Pennsylvania Transportation Authority (collectively, "Teamsters") filed a shareholder derivative suit in the civil division of the Court of Common Pleas of Allegheny County, Pennsylvania. On October 12, 2009, the Court overruled the defendants' preliminary objections based on failure to exhaust intra-corporate remedies and failure to plead sufficient facts, but nonetheless stayed this action until further order of the Court. On March 6, 2009, the Philadelphia Gas Works Retirement Fund ("Philadelphia Gas") filed a separate shareholder derivative suit in the civil division of the Court of Common Pleas of Philadelphia County, Pennsylvania. On September 18, 2009 pursuant to an unopposed motion of certain defendants, the Court of Common Pleas of Allegheny County transferred the Philadelphia Gas case to Allegheny County from Philadelphia County. Thereafter, on October 31, 2009, the Court assigned this action to the Commerce and Complex Litigation division of the Allegheny Court of Common Pleas and on November 20, 2009, the Court granted defendants' motion to stay all proceedings in the Philadelphia Gas action until the earlier of the Court lifting the stay in the Teamsters derivative action or further order of the Court in this action. On June 19, 2012, Catherine Rubery ("Rubery") filed a separate shareholder derivative suit in the United States District Court for the Western District of Pennsylvania. All three shareholder derivative actions were brought against certain officers or employees and directors of Alcoa claiming breach of fiduciary duty and other violations and are based on the allegations made in the previously disclosed civil litigation brought by Aluminium Bahrain B.S.C ("Alba") against Alcoa, Alcoa World Alumina LLC, Victor Dahdaleh, and others, and the subsequent investigations of Alcoa by the United States Department of Justice and the Securities and Exchange Commission with respect to Alba's claims. The Teamsters and Philadelphia Gas derivative actions claim that the defendants caused or failed to prevent the conduct alleged in the Alba lawsuit. The Rubery derivative action claims that the defendants caused or failed to prevent illegal bribes of foreign officials, failed to implement an internal controls system to prevent bribes from occurring and wasted corporate assets by paying improper bribes and incurring substantial legal liability. The Alba civil suit, the corresponding government investigations and the three derivative suits are more fully described in Alcoa's Annual Report on Form 10-K/A for the year ended December 31, 2012 in Part 1, Item 3 "Legal Proceedings."

Pursuant to the indemnification described under "Director Independence and Related Person Transactions" above, the Company is paying the expenses, including attorneys' fees, incurred by certain officers and directors of Alcoa in defending these actions. Each of these individuals has provided an undertaking to repay all amounts advanced if it is ultimately determined that he or she is not entitled to be indemnified.

[Back to Contents](#)**ALCOA STOCK OWNERSHIP****Stock Ownership of Certain Beneficial Owners**

The following shareholders reported to the Securities and Exchange Commission that they beneficially owned more than 5% of Alcoa common stock as of December 31, 2012.

<b>Name and address of beneficial owner</b>	<b>Number of shares owned</b>	<b>Percent of outstanding Alcoa common stock owned</b>
Blackrock, Inc. <sup>1</sup>		
40 East 52 <sup>nd</sup> Street	75,986,106	7.1%
New York, NY 10022		
Capital World Investors <sup>2</sup>		
333 South Hope Street	65,835,813	6.1%
Los Angeles, CA 90071		
State Street Corporation <sup>3</sup>		
State Street Financial Center	64,671,895	6.1%
One Lincoln Street		
Boston, MA 02111		

1.

As reported in a Schedule 13G amendment dated February 4, 2013. Blackrock, Inc., a parent holding company, reported that it had sole power to vote and dispose of all the reported shares and shared power to vote and dispose of none of the reported shares.

2.

As reported in a Schedule 13G amendment dated February 7, 2013. Capital World Investors, a division of Capital Research and Management Company (CRMC), reported that it is deemed to be the beneficial owner of the reported shares as a result of CRMC acting as investment adviser to various investment companies and that the reported shares include 7,385,813 shares resulting from the assumed conversion of \$47,500,000 principal amount of the Company's 5.25% convertible notes due 2014. It reported that it had sole power to vote 58,450,000 shares, sole power to dispose of all of the reported shares, and shared power to vote or dispose of none of the reported shares. It disclaimed beneficial ownership of all shares reported.

3.

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As reported in a Schedule 13G amendment dated February 8, 2013. State Street Corporation, a parent holding company, reported that it had shared power to vote and dispose of all the reported shares and sole power to vote and dispose of none of the reported shares.

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## Stock Ownership of Directors and Executive Officers

The following table shows the ownership of Alcoa common stock, as of February 15, 2013, by each director and nominee, each of the named executive officers, and all directors and executive officers as a group.

Mr. Kleinfeld is required to own shares of Alcoa common stock equal in value to six times his annual salary and each of the other named executive officers is required to own shares of Alcoa common stock equal to three times their annual salaries. These officers are required to maintain that investment until retirement from the Company.

Each director is required to invest 50% of his or her fees annually to purchase Alcoa common stock until the director owns shares worth \$350,000 (increased to \$400,000 effective for 2013), and each director is required to maintain that investment until retirement from the Board. To satisfy this requirement, directors may defer fees into the Alcoa share equivalent fund under the Company's 2005 Deferred Fee Plan for Directors, or purchase shares in the market.

Name of Beneficial Owner	Number of Shares of Common Stock <sup>1</sup>	Number of Shares Subject to Exercisable Options <sup>2</sup>	Total Number of Shares Beneficially Owned	Total Number of Shares Beneficially Owned Plus Deferred Stock		Percent of Outstanding Shares Beneficially Owned
				Deferred Stock Units <sup>3</sup>	Deferred Stock Units	
Klaus Kleinfeld	379,778	3,793,903	4,173,681	28,632	4,202,313	*
Arthur D. Collins, Jr.	-	-	-	56,429	56,429	*
Kathryn S. Fuller	-	-	-	44,584	44,584	*
Judith M. Gueron	15,565	-	15,565	37,984	53,549	*
Michael G. Morris	-	-	-	47,715	47,715	*
E. Stanley O'Neal	-	-	-	56,062	56,062	*
James W. Owens	15,025 <sup>4</sup>	-	15,025	25,859	40,884	*
Patricia F. Russo	10,000 <sup>5</sup>	-	10,000	22,205	32,205	*
Sir Martin Sorrell	8,063	-	8,063	-	8,063	*
Ratan N. Tata	33,799	-	33,799	-	33,799	*
Ernesto Zedillo	-	-	-	68,474	68,474	*
	175,937	266,693	442,630	9,276	451,906	*

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Charles D. McLane, Jr.						
Olivier M. Jarrault	53,040	169,631	222,671	-	222,671	*
Chris L. Ayers	14,420 <sup>6</sup>	73,217	87,637	5,016	92,653	*
Audrey Strauss	2,077	-	2,077	893	2,970	*
All Directors and Executive Officers as a Group (19 individuals)	801,000	4,564,248	5,365,248	408,423	5,773,671	*

\*

Less than 1% of the total issued and outstanding shares of Alcoa common stock.

1.

This column lists beneficial ownership of voting securities as calculated under SEC rules. Unless otherwise noted, voting power and investment power in Alcoa common stock are exercisable solely by the named person. This column includes shares held of record, shares held by a bank, broker or nominee for the person's account, shares held through family trust arrangements, and for executive officers, share equivalent units held in the Alcoa Retirement Savings Plan (which confer voting power through the plan trustee) and investment power over shares of Alcoa common stock).

2.

Exercisable stock options include the number of shares of Alcoa common stock that the executive officer has a right to acquire as of or within 60 days after February 15, 2013 through the exercise of employee stock options. Non-employee directors are eligible for stock option grants under the 2009 Alcoa Stock Incentive Plan but no awards have been granted to directors under that plan.

3.

This column lists (i) for executive officers, deferred share equivalent units held under the Alcoa Deferred Compensation Plan, and (ii) for directors, deferred share equivalent units held under the 2005 Deferred Fee Plan for Directors and the Deferred Fee Plan for Directors (in effect before 2005). Deferred share equivalent units track the performance of Alcoa common stock but do not confer voting or investment power over shares of common stock and are payable in cash upon termination of employment or when Board service ends.

4.

Held by a trust of which Mr. Owens and his spouse are trustees and beneficiaries.

5.

Held by a trust of which Ms. Russo is the trustee and a beneficiary.

6.

Includes 10,340 shares held jointly with Mr. Ayers' spouse.

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## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors and executive officers, and persons who beneficially own more than ten percent of a registered class of the Company's equity securities, to file initial reports of ownership and reports of changes in ownership of the Company's common stock and other equity securities with the SEC within specified periods. Due to the complexity of the reporting rules, the Company undertakes to file such reports on behalf of its directors and executive officers and has instituted procedures to assist them with these obligations. Based solely on a review of filings with the SEC and written representations from the Company's directors and executive officers, the Company believes that during 2012 all of its directors and executive officers filed the required reports on a timely basis under Section 16(a).

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## **ITEM 2 RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The charter of the Audit Committee of the Board of Directors provides in relevant part:

“The committee shall have sole authority and be directly responsible for the appointment, retention, compensation, oversight, evaluation and termination (subject in each case, if applicable, to shareholder ratification) of the work of the company’s outside auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company. The company’s outside auditors shall report directly to the committee.”

In accordance with its charter, each year the Audit Committee evaluates the qualifications, performance and independence of the Company’s independent auditors, including a review and evaluation of the lead audit partner. The Audit Committee also assures the regular rotation of the lead audit partner and considers whether there should be regular rotation of the audit firm itself in order to assure the continuing independence of the outside auditors.

Based on its evaluation, the Audit Committee has appointed PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2013. PricewaterhouseCoopers LLP served as the Company’s independent auditors for 2012 and prior years.

Although the Company’s By-Laws do not require that shareholders ratify the appointment of the independent auditors, the Board determined in 2004 that the annual selection of the independent auditors would be so submitted for ratification as a matter of good corporate governance. If the shareholders fail to ratify the appointment, the Audit Committee will reconsider whether or not to retain PricewaterhouseCoopers LLP.

Representatives of PricewaterhouseCoopers LLP are expected to be present at the annual meeting, will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions by shareholders.

The Board of Directors recommends a vote “FOR” ITEM 2, to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2013. The proxy committee will vote your proxy for this item unless you give instructions to the contrary on the proxy.

### **Report of the Audit Committee**

The Audit Committee of the Board of Directors is responsible for assisting the Board to fulfill its oversight of the integrity of the Company’s financial statements and internal controls, the Company’s compliance with legal and regulatory requirements, the independent auditors’ qualifications and independence, and the performance of the Company’s internal audit function and independent auditors. It is the responsibility of the Company’s management to prepare the Company’s financial statements and to develop and maintain adequate systems of internal accounting and financial controls. It is the responsibility of the internal and independent auditors to review and, when appropriate, audit those financial statements and internal controls. Based upon the audits conducted in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB) (United States), PricewaterhouseCoopers LLP, the Company’s independent registered public accounting firm for 2012 (the independent auditors), is responsible for expressing opinions on the conformity of the Company’s audited consolidated financial statements with accounting principles generally accepted in the United States of America and the Company’s internal control over financial reporting.

The committee has discussed with PricewaterhouseCoopers LLP the firm's independence from the Company and management, and has received the written disclosures and the letter from the independent auditors required by applicable requirements of the PCAOB regarding the independent auditors' communications with the committee concerning independence. In addition, the committee has discussed with the independent auditors the required communications with audit committees pursuant to PCAOB standards.

The committee has considered whether the independent auditors' provision of non-audit services to the Company is compatible with the auditors' independence. The committee has established a policy on requiring pre-approval of fees for audit, audit-related, tax and other services, which is set forth in Attachment A.

The committee retains the independent auditors to provide services for audit and audit-related work and for limited tax and other services. The lead audit partner is rotated at least every five years in accordance with Securities and Exchange Commission and PCAOB requirements. The committee has concluded that the independent auditors are independent from the Company and its management.

The committee has reviewed with the Vice President—Audit and the independent auditors the overall scope and specific plans for their respective audits, and the committee regularly monitored the progress of both in assessing the Company's compliance with Section 404 of the Sarbanes-Oxley Act, including their findings, required resources and progress to date.

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At every regular meeting, the committee meets separately, and without management present, with the Vice President—Audit and the independent auditors to review the results of their examinations, their evaluations of the Company’s internal controls, and the overall quality of the Company’s accounting and financial reporting. The committee also meets separately at its regular meetings with the Chief Financial Officer and the Chief Legal and Compliance Officer.

In that context, the committee has met and discussed with management and the independent auditors the fair and complete presentation of the Company’s financial statements. The committee has discussed significant accounting policies applied in the financial statements, as well as alternative treatments. Management has represented that the consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, and the committee has reviewed and discussed the audited consolidated financial statements with both management and the independent auditors.

Relying on the foregoing reviews and discussions, the committee recommended to the Board of Directors, and the Board approved, inclusion of the audited consolidated financial statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012, for filing with the Securities and Exchange Commission. In addition, the committee has approved, subject to shareholder ratification, the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2013.

See page 24 of this proxy statement, “Corporate Governance—Committees of the Board—Audit Committee,” for information on the committee’s 2012 meetings.

#### The Audit Committee

James W. Owens, *Chairman*

Arthur D. Collins, Jr.

Michael G. Morris

E. Stanley O’Neal

Ernesto Zedillo

February 15, 2013

#### Audit and Non-Audit Fees

The following table shows fees for professional services rendered by PricewaterhouseCoopers LLP for the past two fiscal years ended December 31 (in millions):

	<b>2012</b>	<b>2011</b>
Audit Fees	\$ 13.0	\$ 12.0
Audit-Related Fees	1.0	0.6
Tax Fees	0.2	0.1
All Other Fees	0.2	0.2

All Audit, Audit-Related, Tax and All Other Fees set forth above were approved by the Audit Committee before services were rendered.

**Audit Fees** include the base audit fee, effects of foreign currency exchange rates on the base audit fee, scope adjustments to the base audit requirements, accounting and audit advisory services. The increase in audit fees from 2011 to 2012 is principally due to additional statutory audits of international subsidiaries and scope adjustments to the base audit.

**Audit-Related Fees** include due diligence services for acquisitions and divestitures, audits of employee benefit plans, agreed-upon or expanded audit procedures for accounting or regulatory requirements, review or verification of reported sustainability information, and consultation with management as to accounting or disclosure treatment.

**Tax Fees** include U.S. federal, state and local tax support and international tax support.

**Other Fees** include services to review the Company's actuarial calculations for its captive insurance company and fees related to regulatory matters.



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### ITEM 3 ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

As required pursuant to Section 14A of the Securities Exchange Act of 1934, the Board of Directors is asking you to approve, on an advisory basis, the executive compensation programs and policies and the resulting 2012 compensation of the individuals listed in the 2012 Summary Compensation Table on page 47 (our “named executive officers”) as described in this proxy statement.

Because the vote is advisory, the result will not be binding on the Compensation and Benefits Committee and it will not affect, limit or augment any existing compensation or awards. The Compensation and Benefits Committee will, however, take into account the outcome of the vote when considering future compensation arrangements.

The Board has approved an annual frequency for advisory shareholder votes to approve executive officer compensation. As a result, unless the Board determines otherwise, the next such vote will be held at the Company’s 2014 annual meeting.

We believe you should read the Compensation Discussion and Analysis and compensation tables and also consider the factors below in determining whether to approve this proposal.

#### Strong Pay for Performance Alignment

•

The impact of our stock price on executive compensation is significant: for example, 87% of the CEO’s compensation is performance-based, and 68% of his compensation is paid in the form of equity.

•

The CEO’s 2012 equity award value was reduced by 20% from the 2011 grant level in response to the decline in our stock price. In addition, the value of the outstanding equity compensation granted to the CEO since he joined the Company has declined by 55%, compared to the original grant values.

•

A majority of the awards granted to the CEO and the other named executive officers under our executive compensation program is in the form of performance-based restricted share units that are earned only if targets for revenue growth and adjusted EBITDA margin are met.

•

Due to a 16% drop in the average price of aluminum on the London Metal Exchange from 2011 to 2012 and rising costs for energy, raw materials, labor and maintenance, Alcoa managers had to overcome more than \$1.5 billion in adverse market impacts and cost headwinds to achieve strong operational and financial performance in 2012.

#### Key Features of Our Executive Compensation Program

##### WHAT WE DO

We pay for performance

##### WHAT WE DON’T DO

We consider peer groups in establishing compensation

We review tally sheets

We have robust stock ownership guidelines

We schedule and price stock option grants to promote transparency and consistency

We have clawback policies incorporated into our incentive plans

We have double-trigger equity vesting in the event of a change-in-control

We pay reasonable salaries to our senior executives

We provide appropriate benefits to our senior executives

We have a conservative compensation risk profile

We maximize the tax deductibility of incentive compensation

We retain an independent compensation consultant

We do not pay dividend equivalents on stock options and unvested restricted share units

We do not allow share recycling  
We do not allow for repricing of underwater stock options (including cash-outs)

We do not allow hedging or pledging of Company stock

We do not have excise tax gross-ups for new participants in our change-in-control severance plan

We do not enter into multi-year employment contracts

We do not pay tax gross-ups on our limited perquisites

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## Responsiveness to Shareholders

Alcoa's advisory vote on executive compensation at the 2012 annual meeting received the approval of 84% of votes cast. Building on that approval, we contacted a significant majority of our top 25 shareholders (as of the February 6, 2012 record date) after the 2012 vote to get their further input on our compensation policies and practices. As a result of those discussions, we have provided additional information in this proxy statement (see "Results of the 2012 Say on Pay Vote" on page 40 for more details). As discussed in the Compensation Discussion and Analysis below, in determining 2013 compensation decisions and assessing compensation policies, the Board of Directors considered the views of shareholders, including the results of the 2012 advisory vote, which reinforced the design and philosophy of the Company's executive compensation program.

The Board of Directors recommends approval of the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

The Board of Directors recommends a vote "FOR" ITEM 3, to approve, on an advisory basis, the compensation of the Company's named executive officers, as stated in the above resolution. The proxy committee will vote your proxy for this item unless you give instructions to the contrary on the proxy.

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## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### Executive Summary

Alcoa's executive compensation decisions reflect the Company's commitment to pay for performance and maintain shareholder alignment. In 2012, those decisions were complicated by two conflicting forces: Alcoa's management delivered strong operational and financial performance, but economic and political uncertainty, coupled with a decline in the average price of aluminum on the London Metal Exchange (LME), had an adverse impact on Alcoa's stock performance.

***At Alcoa, executive pay is heavily dependent on performance and impacted by stock price.*** With 87% of our CEO's target pay based on performance and 68% provided in the form of equity compensation, Alcoa's compensation design is solidly aligned with shareholder interests (see Chart 1). We require the CEO to hold six times his annual salary in Alcoa common stock until retirement and the other named executive officers to hold three times their annual salaries in Alcoa common stock until retirement.

#### CHART 1

In addressing the CEO's annual compensation, the Compensation and Benefits Committee of the Alcoa Board of Directors (the "Compensation and Benefits Committee" or, for purposes of this Item, the "Committee") considers equity awards a major factor in reinforcing Alcoa's commitment to shareholder alignment. Specifically, in January 2012, the Committee, with the support of Mr. Kleinfeld, reduced the grant value of the CEO's 2012 equity grant by 20% compared to January 2011, a level below the peer median. The pressure on the stock price of Alcoa and its aluminum peers since the economic downturn in 2008 has had a major impact on the realizable value of Mr. Kleinfeld's outstanding equity grants since joining the Company in October 2007. The total realizable value of Mr. Kleinfeld's equity holdings awarded since joining Alcoa has dropped 55% compared to the original grant values (see Chart 2).

#### CHART 2

***Stock performance in 2012 was directly impacted by economic and political uncertainty.*** Since the aluminum industry provides a metal that is important to a wide range of industries, it is especially sensitive to economic and political trends. With the threat of defaults in several European countries, the U.S. fiscal cliff, elections in the United States and France, and a leadership change in China, 2012 was characterized by tremendous business uncertainty and economic volatility. This, in turn, created volatility in the price of aluminum, which trades as a commodity on the LME, directly affecting the upstream portion of the aluminum industry. In 2012, the price of aluminum on the LME fluctuated throughout the year between approximately \$1,800 and \$2,300 per metric ton. In 2011, the average LME price of aluminum was \$2,398, dropping by 16% in 2012 to \$2,021 (see Chart 3). For each \$100 movement in the average LME price per metric ton of aluminum, Alcoa's after-tax profit is impacted by \$240 million.

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### CHART 3

The decline in the price of aluminum had an adverse impact on the total shareholder returns (TSR) of Alcoa and its aluminum industry peers during 2012 compared with the broader S&P 500 Materials Sector Index (see Chart 4).

### CHART 4

*While the weighting of equity in Alcoa's executive compensation program maintains shareholder alignment, Alcoa reinforces pay for performance through annual and long-term incentive targets focused on achieving strong financial and operational performance in respect of goals over which Alcoa managers have direct control.* In setting such targets, currency exchange rates and the price of aluminum are normalized in order to eliminate the effects of aluminum prices and currency exchange rates on incentive compensation. This is a practice that Alcoa has been following for many years. We do so in order not to reward or punish management for factors that are outside their control, and not to encourage them to speculate on the movement of LME prices and currency exchange rates. As a result, our management team is highly focused on achieving productivity gains and other operational and strategic improvements that benefit our top and bottom line performance.

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Additionally, in recognition that safety, environmental stewardship and diversity are intrinsic to Alcoa's values and have an impact on Alcoa's performance, 20% of management's cash incentive targets are based on performance against metrics in these areas. The safety metric focuses on reducing the number of lost work days through injury and has a direct relationship to employee engagement and productivity. Our environmental metric is based on a reduction of carbon dioxide emissions; as a major user of energy, it is important that we encourage our employees to increase energy efficiency and minimize our carbon footprint, which also aligns with our financial and societal commitments. Our measurement of representation of women globally and minorities in the U.S. reinforces our goal to tap every talent pool to attract the best and brightest to Alcoa as well as our respect for improved outcomes while building on diverse viewpoints.

***In 2012, Alcoa outperformed its operational and incentive targets in a difficult market.*** Despite the market volatility and drop in the average LME price of aluminum from 2011, Alcoa delivered strong operational and financial performance in 2012. As a result, we achieved a 114.7% payout against our annual cash incentive targets for adjusted free cash flow and non-financial metrics (safety, environmental and diversity representation). We also achieved a 120.8% payout against our targets for revenue growth and adjusted EBITDA margin for the first year of our 2012 three-year performance share awards.

The following is a summary of that performance:

- Achieved normalized adjusted free cash flow of approximately \$162 million against a target of \$78 million;
- Achieved generally strong performance against our non-financial targets (safety, environmental and diversity);
- Generated normalized revenue growth of 3.9% versus a target of 2.6%; and
- Reached normalized adjusted EBITDA margin levels of 12.6% against a target of 11.8%

For more details on the metrics, targets (including threshold, target and maximum performance levels), and payouts under our annual incentive plan and performance share awards, see pages 42 and 43.

For the reconciliation to accounting principles generally accepted in the United States of America ("GAAP") of the non-GAAP financial measures used in this Compensation Discussion and Analysis, please refer to Attachment F, "Calculation of Financial Measures," beginning on page 92.

***Alcoa directly addressed market challenges and cost headwinds.*** The drop in the average LME price of aluminum in 2012, over which Alcoa had no control, impacted Alcoa's adjusted income from continuing operations excluding restructuring and other special items by \$1,014 million. Although it was partially offset by favorable foreign currency movements of \$129 million, the negative market impact of LME aluminum prices and currency fluctuations combined was \$885 million on a year over year basis. This market impact, together with a rise in the cost of energy, raw materials, and other costs (such as labor inflation, maintenance and pensions), created profit challenges for Alcoa. Productivity was a significant contributor to 2012 profitability. Our actions helped to generate \$1,005 million in

performance improvements which overcame headwinds from cost increases of \$670 million and mitigated \$335 million of the adverse \$885 million market impact of currency and aluminum price movements (see Chart 5).

**CHART 5**

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*Each of Alcoa's four businesses delivered solid operational performance in 2012 (see Chart 6).*

Although adjusted EBITDA per metric ton in our alumina and primary businesses declined in 2012 due to the reduction in LME aluminum prices, we managed our position on the cost curve in line with our long-term strategy. Our Alumina business held steady on the refining cost curve as the actions we are taking have a longer time horizon, but those actions still advanced our strategic agenda in 2012. We achieved \$190 million in productivity improvements and curtailed 390,000 metric tons per year of high cost refinery capacity. We also achieved a milestone on our investment in Saudi Arabia, with the first concrete pour for the refinery project in February 2012.

Our Primary Metals business moved 4 percentage points down the smelting cost curve, compared to 2011, which was achieved by making \$245 million in productivity improvements, curtailing 240,000 metric tons per year of European smelter capacity, permanently closing 291,000 metric tons per year of smelter capacity in the United States and securing beneficial long term power contracts. In addition, our new smelter being constructed in Saudi Arabia, which will be the lowest cost smelter in the world, produced its first metal ahead of its 2013 on-line schedule.

Our Global Rolled Products business continued its historically strong performance with a 35 percent increase in after-tax operating income ("ATOI") and record full year adjusted EBITDA per metric ton of \$390, a 19 percent increase over 2011. Our margin improvement in this business is driven by product innovation, rebalancing the portfolio toward higher value-added products and growing market share.

Our Engineered Products and Solutions business increased ATOI by 14 percent and achieved a full-year record high 19.2 percent adjusted EBITDA margin, which is more than double the margins of 10 years ago. The continued focus on innovation, intense cooperation with our customers and a keen eye on cost led to these improvements.

## **CHART 6**

Movement down the cost curve is the 5-year performance metric for Alcoa's upstream businesses (Alumina and Primary), measuring cost structure improvements against a 2010 baseline.



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**Performance improvements and disciplined capital management drove strong cash flow generation.** 2012 marked the fourth consecutive year in which we achieved our cash sustainability targets, and the Company is in a significantly stronger liquidity position than it was four years ago. Specific actions taken to achieve free cash flow of \$236 million include the following:

- 

We generated approximately \$1.3 billion (\$786 million after-tax) in productivity gains and overhead cost reductions in 2012, exceeding our target by \$491 million.

- 

We achieved an all-time low of 24 days working capital, including a year-over-year reduction of three days amounting to approximately \$200 million in cash. Since 2008, days working capital has improved by 19 days and generated \$1.2 billion in cash.

- 

We managed our total spend on capital expenditures and investments for the year, achieving \$300 million in further reductions beyond our target of \$1.7 billion.

All of these levers enabled us to significantly strengthen our liquidity position. We ended the year with a debt balance of \$8.8 billion and cash on hand of \$1.9 billion, resulting in 2012 net debt of \$7.0 billion. This is the lowest year-end net debt level since 2006 and represents roughly a 29% reduction since 2008. Our debt-to-capital ratio was 34.8% at year-end, within the target range of 30 to 35% (see chart 7).

## CHART 7

**In summary, the fundamentals of Alcoa's executive compensation policies incentivized performance while maintaining alignment with shareholder interests.** In 2012, managers and employees exceeded on their financial and operational targets in a volatile market environment that saw the average price of aluminum on the LME fall by 16% compared to 2011. Besides creating difficult operational headwinds for Alcoa managers to overcome, the low levels of LME aluminum prices since the economic downturn in 2008 have adversely impacted Alcoa's stock price and dramatically lowered the realizable value of our managers' equity holdings. The 2012 awards, combining a mix of short and long-term performance incentives, validated the effectiveness of Alcoa's executive compensation design in ensuring pay for performance and shareholder alignment.

### Compensation Design and Philosophy

**Our compensation design is strongly weighted toward performance-based equity compensation.** Our CEO and the other named executive officers are paid mostly in stock. We emphasize variable incentive awards over fixed or guaranteed compensation in order to promote our overall goal of creating long-term shareholder value. More equity compensation awards are granted in the form of long-term performance shares than in stock options in order to ensure that the majority of equity units awarded are performance-based. The target total compensation is paid as follows:

**Type of compensation**

**% of target**

	<b>compensation</b>
Salaries	13% to 22%
Annual Cash Incentive Compensation (metrics for adjusted free cash flow, safety, environment and diversity)	19% to 22%
Performance shares (metrics for revenue growth and adjusted EBITDA margin over a three-year period)	45% to 54%
Stock Options	11% to 14%

This design is intended to drive strong operational performance aligned with our business strategy, while also linking management's interests with the interests of our shareholders in stock price appreciation.

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*It is important to consider the effect of stock price performance on the value of equity grants when judging pay for performance.* When judging pay for performance, we believe it is important to look not only at the January grant date value in the 2012 Summary Compensation Table, but to also consider the effect of stock price performance at year end on the value of those equity compensation grants and stock ownership. The Compensation and Benefits Committee makes annual stock grants in January each year after our earnings are released. We report the January grant date value in the Summary Compensation Table. In January 2012, in consideration of the stock price decline during 2011, the Compensation and Benefits Committee worked with Mr. Kleinfeld to reduce his equity award grant date value by 20% compared to his 2011 award. It is important to recognize that the grant date value does not reflect changes in the stock price after the date of grant, which affect realizable pay. The high proportion of equity in total executive compensation creates strong alignment with stock price performance.

The effect of the year-end 2012 stock price performance on equity grants made to the CEO in January 2012 demonstrates an alignment with total shareholder returns as shown in the table below. The realizable value of compensation awarded to the CEO in 2012 is 83% of the Summary Compensation Table grant date value.

#### 2012 CEO REALIZABLE PAY COMPARED TO GRANT DATE VALUE

	Summary Compensation Table	Realizable Value as of 12/31/2012	Realizable Value as % of Summary Comp. Table
Salary + Other Compensation	\$ 1,643,566	\$ 1,643,566	100 %
Incentive Compensation	\$ 2,484,000	\$ 2,484,000	100 %
Value of Restricted Share Units	\$ 6,080,033	\$ 5,549,046 *	91 %
Value of Stock Options	\$ 1,520,013	\$ 0 **	0 %
Total, excluding change in pension	\$ 11,727,612	\$ 9,676,612	83 %

\*

Units granted on 1/20/2012 including the earned amount in respect of the first one-year performance period.

\*\*

“In the money” value of stock options granted during 2012, based on the year-end stock price of \$8.68. Although these options were not exercisable as of 12/31/2012, they have a 10-year term and could become “in the money” during this term.

#### Results of the 2012 Say on Pay Vote

Our say on pay vote in 2012 received the approval of 84% of the votes cast at the 2012 annual meeting. We contacted a significant majority of our top 25 shareholders (as of the February 6, 2012 record date) after the 2012 annual meeting to get their further opinion and advice on our compensation policies and practices. As a result of those discussions, we have provided additional information in this proxy statement relating to the design, metrics and targets (including threshold and maximum performance payout levels) of our annual and long-term incentive plans. The shareholders appreciated the outreach and the dialogue that resulted, and generally expressed a high level of satisfaction with our pay-for-performance approach and overall disclosure. We intend to continue this dialogue with

our major shareholders.

#### Analysis of 2012 Compensation Decisions

The Compensation and Benefits Committee uses its business judgment to determine the appropriate compensation targets and awards for the named executive officers, in addition to assessing several factors that include:

- 

Individual, Group, and Corporate performance;

- 

Market positioning based on peer group data (described on page 44);

- 

Complexity and importance of the role and responsibilities; and

- 

Leadership and growth potential.

**Chairman and Chief Executive Officer—Mr. Kleinfeld.** In January 2012, the Compensation and Benefits Committee decided to award Mr. Kleinfeld performance share awards and stock options with a total grant date value of \$7,600,045. In making this decision, the Compensation and Benefits Committee considered the stock price decline during 2011. Mr. Kleinfeld's 2012 equity award was set 20% lower than his 2011 award of \$9,500,185 and also lower than his 2010 award of \$8,139,372. Mr. Kleinfeld's annual incentive compensation award for 2012 of \$2,484,000 was based on the rounded corporate incentive compensation plan results described in the table on page 42. The corporate incentive compensation plan result for 2012 was 114.7%.

Although the increase in Mr. Kleinfeld's pension value was greater than the increase in 2011, as described on page 48, this was not the result of any Compensation and Benefits Committee action in 2012. Rather, approximately 60% of the increase in Mr. Kleinfeld's pension value in 2012 was attributable to the increase in average final earnings calculated over a full five-year period, as compared to a period of 4.25 years used to calculate the increase in value of his pension in 2011, based on Mr. Kleinfeld's having joined Alcoa in October 2007. The Compensation and Benefits Committee has eliminated most perquisites from executive compensation, but has continued two benefits for Mr. Kleinfeld: the personal use of a Company plane and car. These benefits are provided for security and efficiency reasons and to focus as much of Mr. Kleinfeld's personal time on Company business as possible. Mr. Kleinfeld's personal use of the Company plane was valued at an incremental cost of \$54,528. The value of his use of a Company car was \$55,138 in 2012, which includes the cost of his commute to and from New York City and his home in Westchester County, New York. These perquisites are not grossed up for taxes.

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**Executive Vice President and Chief Financial Officer—Mr. McLane.** In January 2012, Mr. McLane was granted performance stock awards valued at \$1,280,098 and stock options valued at \$320,019, which is equal to the target award. Mr. McLane's annual incentive compensation award for 2012 of \$722,610 was based on the corporate incentive compensation plan results described in the table on page 42. The corporate incentive compensation plan result for 2012 was 114.7%.

**Executive Vice President and Group President, Engineered Products and Solutions—Mr. Jarrault.** In January 2012, Mr. Jarrault was granted performance stock awards valued at \$1,408,037 and stock options valued at \$352,021, which is above the target award based on his strong performance review in 2011. Mr. Jarrault's annual incentive compensation award for 2012 of \$677,400 is above the target award based on his strong performance review in 2012. The award was based 50% on the corporate incentive compensation plan results described in the table on page 42 and 50% on the incentive compensation plan results for the Engineered Products and Solutions (EPS) group, which he leads. The EPS group incentive compensation plan for 2012 had the same design as the corporate plan. The EPS group incentive compensation plan result for 2012 was 111.0% based on the group's strong contribution to the overall corporate results (see Chart 6 on page 38), including exceeding the group's adjusted free cash flow target.

**Executive Vice President and Group President, Global Primary Products—Mr. Ayers.** In January 2012, Mr. Ayers was granted performance stock awards valued at \$1,408,037 and stock options valued at \$352,021, which is above the target award based on his strong performance review in 2011. Mr. Ayers' annual incentive compensation award for 2012 of \$778,550 was based 50% on the corporate incentive compensation plan results described in the table on page 42 and 50% on the incentive compensation plan results for the Global Primary Products ("GPP") group which he leads. The GPP group incentive compensation plan for 2012 had the same design as the corporate plan and the same financial metrics. The GPP group incentive compensation plan result for 2012 was 156.1% based on the group's strong contribution to the overall corporate results (see Chart 6 on page 38), including exceeding the group's adjusted free cash flow target. His other compensation of \$150,792 relates to relocation benefits and savings account matching grants, which are described in detail in the Notes to the 2012 Summary Compensation Table.

**Executive Vice President, Chief Legal and Compliance Officer and Secretary—Ms. Strauss.** Ms. Strauss was hired in May 2012. Her incentive compensation award for 2012 of \$475,240 is above the target award based on her strong performance review in 2012. The award was based on the corporate incentive compensation plan results described in the table on page 42. The corporate incentive compensation plan result for 2012 was 114.7%.

In connection with her appointment to the role of Executive Vice President, Chief Legal and Compliance Officer and Secretary, Ms. Strauss received a special one-time cash payment of \$1,500,000 to offset a portion of the estimated value of forfeited retirement income from her previous employer, as discussed in the Notes to the 2012 Summary Compensation Table on page 47. Ms. Strauss was not granted an equity compensation award in 2012.

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## 2012 Performance Plans: Annual Cash Incentive Compensation

The corporate annual cash incentive plan for 2012 was designed to achieve operating goals set at the beginning of the year.

- 

80% of the cash incentive formula was based on achieving financial targets for adjusted free cash flow; and

- 

20% of the formula was based on achieving safety, environmental and diversity targets.

The formula award at the corporate level resulted in 114.7% achievement against these operational financial and non-financial goals.

The financial metric of adjusted free cash flow accounts for 80% of the incentive compensation payment. The steep curve to achieve 100% performance, as shown in the table below, is intended to drive maximum effort. We believe this design helped us to exceed our performance goals in 2012.

**2012 ANNUAL CASH INCENTIVE COMPENSATION PLAN DESIGN, TARGETS AND RESULTS****Defined Corporate Level****Payout Percentage****100%**

<b>Metric</b>	<b>0%</b>	<b>50%</b>	<b>(Target)</b>	<b>150%</b>	<b>200%</b>	<b>Result</b>	<b>IC Result</b>	<b>Weighting</b>
<b>Adjusted Free Cash Flow<sup>(1)</sup></b>	(\$ 510 )	(\$ 216 )	\$ 78	\$ 568	\$ 1,549	\$ 161.5	108.5 %	80 %
<b>Safety<sup>(2)</sup></b>		0.677	0.641		0.606	0.501	200 %	2.5 %
<b>DART</b>								
<b>Global Voices Survey on Safety questions</b>		76.2 %	77.2 %		79.2 %	75.6 %	0 %	2.5 %
<b>Environment<sup>(3)</sup></b>		265,000	475,000		675,000	638,570	181.8 %	5 %

•						
CO <sub>2</sub> tons reduction						
<b>Diversity<sup>(4)</sup></b>				<b>Diversity Total</b>		10 %
•						
Executive level women, global	17.8 %	18.1 %	19.1 %	19.0 %	190 %	2.5 %
•						
Executive level minorities, U.S.	14.0 %	14.5 %	15.5 %	16.0 %	200 %	2.5 %
•						
Professional level women, global	25.2 %	25.5 %	26.5 %	25.3 %	67 %	2.5 %
•						
Professional level minorities, U.S.	15.7 %	16.2 %	17.2 %	17.1 %	190 %	2.5 %
						<b>100 %</b>

change rates and the price of aluminum on the London Metal Exchange (LME) were kept constant at the rates and prices in effect which were used in order to eliminate the effect of fluctuation in exchange rates and aluminum prices, factors that are outside management's control. For calculation of financial measures and for the definition of Adjusted Free Cash Flow. The threshold payout is 0% for the financial metrics. The maximum payout for each metric is 200%. For performance between defined levels, the payout is interpolated.

cash incentive formula was based on achieving financial targets for adjusted free cash flow. We achieved a payout of 108.5% of target in 2012.

included: a) a reduction in DART (Days Away, Restricted and Job Transfer), which tracks injuries that involve days away from work, restricted work or employees are transferred to another job due to injury (while actual performance in 2012 with respect to this metric was 100% a 200% payout the percentage attributable to this metric was cut in half due to the occurrence of two work-related fatalities during the year); b) a reduction in favorable responses on the Global Voices Survey of hourly Alcoa employees to questions regarding safety, which serves as a leading indicator of safety performance. While favorable responses increased over 2011, the result fell short of the threshold of 76.2%.

environmental target highlights our commitment to reduce CO<sub>2</sub> emissions in 2012 and make progress against our 2030 environmental goals. We achieved 88.8% of target in 2012.

Targets were established to increase the representation of executive and professional women on a global basis and to increase the representation of executive and professionals in the U.S. In 2012, we exceeded the aggressive representation targets for each diversity metric, except for the representation of executive and professional women on a global basis. While we exceeded 2011 levels for that metric, our results fell short of the 2012 target.

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**Calculation of Annual Cash Incentive Compensation for Each Named Executive Officer.** The calculation of annual cash incentive compensation awards for the named executive officers is shown in the following table and described below.

<b>Officer</b>	<b>Target Award</b>	<b>Plan Payout</b>	<b>Individual Performance Multiplier</b>	<b>Formula Award</b>
	<b>(\$)</b>	<b>(%)</b>	<b>(%)</b>	<b>(\$)</b>
Klaus Kleinfeld	\$ 2,160,000	114.7 %	100 %	\$ 2,484,000
Charles D. McLane, Jr.	\$ 630,000	114.7 %	100 %	\$ 722,610
Olivier M. Jarrault	\$ 500,000	112.9 %	120 %	\$ 677,400
Chris L. Ayers	\$ 575,000	135.4 %	100 %	\$ 778,550
Audrey Strauss	\$ 376,667	114.7 %	110 %	\$ 475,240

**Target Award:** Mr. Kleinfeld's 2012 target award was calculated at 150% of his salary and the other named executive officers' awards were targeted at 100% of their salaries. Ms. Strauss' target was prorated based on her hire date in May 2012.

**Plan Payout:** Mr. Kleinfeld's, Mr. McLane's and Ms. Strauss' respective plan payouts were based 100% on corporate performance; the plan payout for Mr. Jarrault was based 50% on corporate performance and 50% on Engineered Products and Solutions group performance; and the plan payout for Mr. Ayers was based 50% on corporate performance and 50% on Global Primary Products group performance.

**Individual Performance Multiplier:** Mr. Jarrault and Ms. Strauss received above target multipliers based on strong performance reviews in 2012.

**Formula Award** is the product of the target award, the plan payout, and the individual multiplier. The Compensation and Benefits Committee rounded Mr. Kleinfeld's plan payout percentage up from 114.7% to 115.0% in calculating his formula award.

#### 2012 Equity Awards: Stock Options and Performance-Based Restricted Share Units

**Long-term stock incentives are performance based.** We grant long-term stock awards to align executives' interests with those of shareholders, link compensation to stock price appreciation over a multi-year period and support the retention of our management team. We provide two types of annual equity awards to the named executive officers—performance-based restricted share units and stock options. More performance-based restricted share units are granted than stock options in order to ensure that the majority of equity units awarded are performance-based. Performance is measured as the three-year average achievement against annual targets for revenue growth and adjusted EBITDA margin. Earned performance-based restricted share units will be converted into shares of Alcoa common stock three years from the date of the grant if the executive is still actively employed by the Company. Performance-based restricted share units are not convertible into Alcoa shares if an executive leaves the Company (other than to retire) before the units vest. Stock options vest ratably over a three-year period (one-third vests each year on the anniversary of the grant date) and if unexercised, will expire the earlier of ten years from the date of grant or five years after retirement. In January 2012, stock awards were made to all the named executive officers except Ms. Strauss, who was hired in May 2012.

**Performance-based restricted share units support long-term operational targets, which differ from the financial metrics in our annual cash incentive plan.** The named executive officers, excluding Ms. Strauss, plus 40 other executives were eligible in 2012 to receive performance-based long-term stock incentives because they are in positions to have the most influence over the Company's financial performance.

The number of performance-based restricted share units earned at the end of the three-year plan has been and will be determined as follows, based on the average of the annual payout percentages over the three-year period:

- 
- 1/3 of the award was based on performance against the 2012 targets, which was earned at 120.8% (see table below)
- 
- 1/3 of the award will be based on performance against the 2013 targets established for 2013, and
- 
- 1/3 of the award will be based on performance against the 2014 targets established for 2014.

#### **2012-2014 PERFORMANCE-BASED EQUITY DESIGN AND RESULTS FOR 2012**

Performance Measure (%)	Payout Percentage					2012 Result	Plan Result	Weighting	% of 1/3 of Target Award earned in 2012
	0%	50%	100%	150%	200%				
			(Target)						
Revenue Growth	0.4 %	1.5 %	2.6 %	4.4 %	8.0 %	3.9 %	136.7 %	25 %	34.2 %
Adjusted EBITDA Margin	8.6 %	10.2 %	11.8 %	14.4 %	19.3 %	12.6 %	115.5 %	75 %	86.6 %
<b>TOTAL</b>								<b>100 %</b>	<b>120.8 %</b>

For each year, a minimum performance level will also be established. For performance below that level, the portion of the award subject to performance criteria in that year will be forfeited and will not carry over into any future performance period.

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As with the annual cash incentive compensation plan, we use a steep curve to achieve 100% performance, which is intended to drive maximum effort. We believe this design helped us to exceed our performance goals in 2012.

***Stock options constitute approximately 11% to 14% of the target total compensation of senior executives.*** In 2012, approximately 11% to 14% of the value of total compensation of the named executive officers was in the form of stock options. We believe that stock options further align management's interests with those of our shareholders because the options have no value unless the stock price increases.

#### Other Compensation Policies and Practices

We highlight below certain executive compensation practices, both the practices we have implemented to incentivize performance and certain other practices that we have not implemented because we do not believe they would serve shareholders' long-term interests.

#### What We Do

***We Pay for Performance.*** We link our executives' compensation to measured performance in key financial and non-financial areas. As noted above, performance against rigorous adjusted free cash flow, adjusted EBITDA margin, revenue growth, safety, environmental, and workplace diversity targets are measured in determining compensation. These metrics, coupled with the individual performance multipliers, incentivize individual, Group, and Corporate performance. The Company's strategic priorities are reflected in these compensation metrics.

***We Consider Peer Groups in Establishing Compensation.*** We use Towers Watson broad-based survey data for companies with revenues between \$15 billion and \$50 billion (excluding financial companies) to help estimate competitive compensation for the CEO and other executive level positions. We target our compensation structure at the median of this broad-based group of companies. For 2012, 99 companies met the revenue and industry criteria and were used to compare compensation for all of the executive level positions except the CEO position. Of this peer group, 49 companies provided data for a combined CEO/Chairman position in a publicly traded company comparable to the structure currently in place at Alcoa. The data from these 49 companies were used to evaluate our CEO's compensation. We selected this peer group because it provides a broad measure of compensation in the market in which we compete for talent and it reflects the generally accepted range of revenue (0.5 to 2 times the Company's revenue) for an appropriately sized group. Our independent compensation consultant has reviewed and endorses this peer group. See Attachment B which lists the companies in the peer group. Our aluminum industry peers do not provide an adequate basis for compensation comparison purposes because there are too few of them, they are all located outside of the United States and they do not disclose sufficient comparative compensation data.

***We Review Tally Sheets.*** The Compensation and Benefits Committee reviews tally sheets that summarize various elements of historic and current compensation for each named executive officer in connection with making annual compensation decisions. This information includes compensation opportunity, actual compensation realized and wealth accumulation. We have found that the tally sheets help us synthesize the various components of our compensation program in making decisions.

***We Have Robust Stock Ownership Guidelines.*** Our stock ownership requirements further align the interests of management with those of our shareholders by requiring executives to hold substantial equity in Alcoa until retirement. We recently increased our stock ownership guidelines to six times salary for the CEO and three times salary for each of the other named executive officers to reinforce management's focus on long-term shareholder value and commitment to the Company. Until the stock ownership requirements are met, each executive will be required to

retain until retirement 50% of shares acquired upon vesting of restricted share units after March 1, 2011 or upon exercise of stock options that vest after March 1, 2011, after deducting shares used to pay for the exercise price and taxes. Unvested restricted share units, unexercised stock options and any stock appreciation rights do not count towards the stock ownership guidelines. Because this policy was only recently instituted, none of the named executive officers had satisfied the new guidelines by December 31, 2012.

***We Schedule and Price Stock Option Grants to Promote Transparency and Consistency.*** Alcoa grants stock options to named executive officers at a fixed time every year—generally the date of the Board and committee meetings in January. The timing of the Board and committee meetings in January is such that the meetings occur after we release earnings for the year and the performance of the Company for the year is publicly disclosed. The exercise price of our stock options is the closing price of our stock on the date of the grant, as reported on the New York Stock Exchange.

***We Have Clawback Policies Incorporated into Our Incentive Plans.*** The 2009 Alcoa Stock Incentive Plan, the Incentive Compensation Plan for annual cash incentives and the Alcoa Internal Revenue Code Section 162(m) Compliant Annual Cash Incentive Compensation Plan each contain provisions permitting recovery of performance-based compensation. These provisions are explained in “Corporate Governance — Recovery of Incentive Compensation”.

***We Have Double-Trigger Equity Vesting in the Event of a Change in Control.*** The 2009 Alcoa Stock Incentive Plan was amended on February 15, 2011 to eliminate the immediate vesting of Alcoa stock awards upon a change in control if a replacement award is provided. The replacement award will vest immediately if, within a two-year period following a change in control, a plan participant is terminated without cause or leaves for good reason. Performance-based stock awards will be converted to time-vested stock awards upon a change in control under the following terms: (i) if 50% or more of the performance period has been completed as of the date on which the change in control has occurred, then the number of shares or the value of the award will be based on actual performance completed as of the date of the change in control; or (ii) if less than 50% of the performance period has been completed as of the date on which the change in control has occurred, then the number of shares or the value of the award will be based on the target number or value.

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***We Pay Reasonable Salaries to Our Senior Executives.*** Each named executive officer receives a salary that is determined after consideration of the median of the peer group for his or her position (as explained above and in Attachment B) and performance and other factors. We pay salaries to the named executive officers to ensure an appropriate level of fixed compensation that enables attraction and retention of highly skilled executives and mitigates the incentive to assume highly risky business strategies to maximize annual cash incentive compensation.

***We Provide Appropriate Benefits to Our Senior Executives.*** The named executive officers participate in the same benefit plans as our salaried employees. We provide retirement and benefit plans to senior executives for the same reasons we provide them to employees—to provide a competitive compensation package that offers an opportunity for retirement, savings and health and welfare benefits. Retirement plans for executives generally pay the same formula amount as retirement plans for salaried employees, other than for Mr. Kleinfeld. Mr. Kleinfeld has an individual arrangement offset by retirement benefits provided by a prior employer. See notes to the 2012 Pension Benefits table on page 51.

***We Have a Conservative Compensation Risk Profile.*** The Compensation and Benefits Committee evaluates the risk profile of our compensation programs when establishing policies and approving plan design, and the Board of Directors annually considers risks related to compensation in its oversight of enterprise risk management. These evaluations noted numerous ways in which compensation risk is effectively managed or mitigated, including the following factors:

- A balance of corporate and business unit weighting in incentive compensation plans
- A balanced mix between short-term and long-term incentives
- Caps on incentives
- Use of multiple performance measures in the annual cash incentive compensation plan and the equity incentive plan, with a focus on operational targets to drive free cash flow and profitability
- Discretion retained by the Committee to adjust individual awards
- Stock ownership guidelines requiring holding substantial equity in the Company until retirement
- Clawback policies applicable to all forms of incentive compensation

- Anti-hedging provisions in the Insider Trading Policy

- Restricting stock options to 20% of the value of equity awards to senior officers

In addition, (i) no business unit has a compensation structure significantly different from that of other units or that deviates significantly from the Company's overall risk and reward structure; (ii) unlike financial institutions involved in the financial crisis, where leverage exceeded capital by many multiples, the Company has a conservative leverage policy with a target of keeping the debt-to-capital ratio in the range of 30% to 35%; and (iii) compensation incentives are not based on the results of speculative trading. In 1994, the Board of Directors adopted resolutions creating the Strategic Risk Management Committee with oversight of hedging and derivative risks and a mandate to use such instruments to manage risk and not for speculative purposes. As a result of these evaluations, we have determined that it is not reasonably likely that risks arising from our compensation and benefit plans would have a material adverse effect on the Company. See page 23 for a discussion of the Board's role in risk oversight.

***We Maximize the Tax Deductibility of Incentive Compensation.*** An Internal Revenue Code Section 162(m) annual cash incentive compensation plan was approved by shareholders at the 2011 annual meeting, and we issued Section 162(m) compliant awards under that plan in 2012.

***We Retain an Independent Compensation Consultant.*** The Compensation and Benefits Committee has authority under its charter to retain its own advisors, including compensation consultants. In 2012, the Committee directly retained Pay Governance LLC, which is independent and without conflicts of interest with the Company. See "Corporate Governance—Compensation Consultants" on page 27. Pay Governance LLC provided advice as requested by the Committee, on the amount and form of certain executive compensation components, including, among other things, executive compensation best practices, insights concerning SEC and say on pay policies, analysis and review of the Company's compensation plans for executives and advice on setting the CEO's compensation. Pay Governance LLC also provided advice on the Compensation Discussion and Analysis in this proxy statement. Pay Governance LLC did not provide any services to the Company other than the services provided directly to the Committee. We use comparative compensation data from Towers Watson to help evaluate whether our compensation programs are competitive with the market. The comparative compensation data are not customized based on parameters developed by Towers Watson. Towers Watson does not provide any advice or recommendations to the Compensation and Benefits Committee on the amount or form of executive or director compensation.

What We Don't Do

***We Do Not Pay Dividend Equivalents on Stock Options and Unvested Restricted Share Units.*** Beginning with awards granted after January 1, 2010, dividend equivalents have not been paid currently on any restricted share units (including performance share units), but have been accrued and paid only if the award vests. Dividend equivalents that accrue on restricted share units will be calculated at the same rate as dividends paid on the common stock of the Company. Dividend equivalents have not been paid on any stock options granted after January 1, 2003.

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***We Do Not Allow Share Recycling.*** Section 4(b) of the 2009 Alcoa Stock Incentive Plan prohibits share recycling. Shares tendered in payment of the purchase price of a stock option award or withheld to pay taxes may not be added back to the available pool of shares.

***We Do Not Allow Repricing of Underwater Stock Options (including cash outs).*** Section 15(q) of the 2009 Alcoa Stock Incentive Plan prohibits repricing, including cash outs.

***We Do Not Allow Hedging or Pledging of Company Stock.*** Short sales of Alcoa securities (a sale of securities which are not then owned) and derivative or speculative transactions in Alcoa securities by our directors, officers and employees are prohibited. No director, officer or employee or any designee of such director, officer or employee is permitted to purchase or use financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds) that are designed to hedge or offset any decrease in the market value of Alcoa securities. Directors and officers subject to Section 16 of the Securities Exchange Act of 1934 are prohibited from holding Alcoa securities in margin accounts, pledging Alcoa securities as collateral, or maintaining an automatic rebalance feature in savings plans, deferred compensation or deferred fee plans.

***We Do Not Have Excise Tax Gross-Ups for New Participants in Our Change-in-Control Severance Plan.*** The Change-in-Control Severance Plan provides that no excise or other tax gross-ups will be paid, and severance benefits will be available only upon termination of employment for “good reason” by an officer or without cause by the Company, with regard to any new plan participants after January 1, 2010. For a discussion of the Change in Control Severance Plan, see “Potential Payments upon Termination or Change in Control” on page 53.

***We Do Not Enter into Multi-Year Employment Contracts.*** It is the policy of the Compensation and Benefits Committee not to enter into multi-year employment contracts with senior executives providing for guaranteed payments of cash or equity compensation.

***We Do Not Pay Tax Gross-Ups on Our Limited Perquisites.*** The Compensation and Benefits Committee has eliminated most perquisites, with the exception of Mr. Kleinfeld’s personal use of a Company plane and car (described in the “Notes to the 2012 Summary Compensation Table—Column (i)—All Other Compensation” on page 48). These benefits are provided for security and efficiency reasons and to focus as much of Mr. Kleinfeld’s personal time on Company business as possible. These perquisites are not grossed up for taxes.

## Compensation Committee Report

The Compensation and Benefits Committee (the “Committee”) has:

1.

reviewed and discussed the Compensation Discussion and Analysis included in this proxy statement with management; and

2.

based on the review and discussions referred to in paragraph (1) above, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company’s proxy statement relating to the 2013 annual meeting of shareholders.

**The Compensation and Benefits Committee**

Patricia F. Russo, *Chairman*

Arthur D. Collins, Jr.

Kathryn S. Fuller

Michael G. Morris

February 15, 2013

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2012 Summary Compensation Table

Name and Principal Position (a)	Salary	Bonus	Awards	Stock Option Compensation	Non-Qualified Non-Equity Deferred Incentive Compensation	Change in Pension Value and Other Compensation	All Other Compensation	Total	
									(b)
Year	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	
	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)

**Klaus Kleinfeld**

*Chairman*