

Ayers Chris
Form 3
May 31, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Ayers Chris		(Month/Day/Year)	ALCOA INC [AA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
201 ISABELLA STREET				
(Street)			(Check all applicable)	
			____ Director	____ 10% Owner
			__X__ Officer	____ Other
PITTSBURGH,Â PAÂ 15212			(give title below)	(specify below)
			Executive Vice President	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			__X__ Form filed by One Reporting Person	
			____ Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	86,543 ⁽¹⁾	D	Â
Common Stock	1,837	I	By Company 401(k) Plan

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	01/25/2021	Common Stock	53,230	\$ 16.24	D	Â
Phantom Stock Units	Â (3)	Â (3)	Common Stock	921	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ayers Chris 201 ISABELLA STREET PITTSBURGH, PA 15212	Â	Â	Â Executive Vice President	Â

Signatures

Brenda Hart (Assistant Secretary), by power of attorney 05/31/2011

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares acquired under dividend reinvestment program.
- (2) The option vests in three equal annual installments beginning January 25, 2012.
Phantom stock units were acquired under the Alcoa Deferred Compensation Plan and are to be paid out in cash after termination of
- (3) employment. The reporting person may transfer the phantom stock into an alternative investment account under the Plan at times permitted under the Plan.
- (4) 1 For 1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.