

PURTELL LAWRENCE R
Form 4
July 17, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PURTELL LAWRENCE R

(Last) (First) (Middle)
201 ISABELLA STREET
(Street)

PITTSBURGH, PA 15212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALCOA INC [AA]

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2007

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP and General Counsel

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	07/13/2007		M	78,126 A \$ 40.35	115,060 ⁽¹⁾	I	By Trust <u>(2)</u>
Common Stock	07/13/2007		M	113,235 A \$ 43	228,295	I	By Trust <u>(2)</u>
Common Stock	07/13/2007		M	110,000 A \$ 36.035	338,295	I	By Trust <u>(2)</u>
Common Stock	07/13/2007		M	49,270 A \$ 35.22	387,565	I	By Trust <u>(2)</u>
Common Stock	07/13/2007		M	29,341 A \$ 36.295	416,906	I	By Trust <u>(2)</u>

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Common Stock	07/13/2007	M	76,700	A	\$ 35.655	493,606	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	M	61,700	A	\$ 29.54	555,306	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	10,100	D	\$ 47.47	545,206	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	5,400	D	\$ 47.46	539,806	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	600	D	\$ 47.45	539,206	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	3,639	D	\$ 47.42	535,567	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	8,670	D	\$ 47.41	526,897	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	29,600	D	\$ 47.4	497,297	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	1,200	D	\$ 47.38	496,097	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	2,300	D	\$ 47.36	493,797	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	4,261	D	\$ 47.35	489,536	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	5,452	D	\$ 47.34	484,084	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	36,300	D	\$ 47.33	447,784	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	6,300	D	\$ 47.32	441,484	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	16,300	D	\$ 47.31	425,184	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	94,588	D	\$ 47.3	330,596	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	3,100	D	\$ 47.29	327,496	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	2,700	D	\$ 47.28	324,796	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	12,300	D	\$ 47.27	312,496	I	By Trust <u>(2)</u>
Common Stock	07/13/2007	S	46,200	D	\$ 47.26	266,296	I	By Trust <u>(2)</u>
	07/13/2007	S	15,600	D	\$ 47.25	250,696	I	

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Common Stock								By Trust <u>(2)</u>	
Common Stock	07/13/2007		S	2,300	D	\$ 47.22	248,396	I	By Trust <u>(2)</u>
Common Stock	07/13/2007		S	569	D	\$ 47.21	247,827	I	By Trust <u>(2)</u>
Common Stock	07/13/2007		S	15,287	D	\$ 47.2	232,540	I	By Trust <u>(2)</u>
Common Stock	07/13/2007		S	2,468	D	\$ 47.19	230,072	I	By Trust <u>(2)</u>

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Employee Stock Option (right to buy)	\$ 40.35	07/13/2007		M		78,126	10/20/2001	01/13/2009	Common Stock
Employee Stock Option (right to buy)	\$ 47.3139	07/13/2007		A ⁽⁵⁾		72,124	01/13/2008	01/13/2009	Common Stock
Employee Stock Option (right to buy)	\$ 43	07/13/2007		M		113,235	11/16/2001	01/14/2010	Common Stock
Employee Stock Option (right to buy)	\$ 47.3243	07/13/2007		A ⁽⁵⁾		107,834	01/13/2008	01/14/2010	Common Stock

buy)									
Employee Stock Option (right to buy)	\$ 36.035	07/13/2007	M	110,000	<u>(6)</u>	01/11/2012			Common Stock
Employee Stock Option (right to buy)	\$ 35.22	07/13/2007	M	49,270	07/14/2002	01/12/2011			Common Stock
Employee Stock Option (right to buy)	\$ 36.295	07/13/2007	M	29,341	07/12/2004	01/10/2013			Common Stock
Employee Stock Option (right to buy)	\$ 35.655	07/13/2007	M	76,700	12/31/2005	01/15/2010			Common Stock
Employee Stock Option (right to buy)	\$ 29.54	07/13/2007	M	61,700	12/31/2005	01/13/2011			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PURTELL LAWRENCE R 201 ISABELLA STREET PITTSBURGH, PA 15212			Exec. VP and General Counsel	

Signatures

Brenda Hart (Assistant Secretary), by power of attorney 07/17/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 4 is 1 of 2 Form 4's filed to report the reporting person's transactions on July 13, 2007. Refer to both Form 4's filed this date for the reporting person.

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- (2) Held by a trust for the benefit of the reporting person. The reporting person's spouse is trustee of the trust.
- (3) Employee stock options are granted without payment of consideration.
- (4) In the aggregate, a total of 198,499 employee stock options (with various exercise prices and expiration dates) were beneficially owned by the reporting person as of the date of this report.
- (5) These are reload stock options granted in connection with the reporting person's exercise of outstanding options and payment of the option exercise costs by delivering to the Company (or selling) shares, as applicable, as reported herein.
- (6) The options exercised by the reporting person as reported herein vested in three annual installments on January 11, 2003, January 11, 2004 and January 11, 2005.

Remarks:

REMARKS: THIS FORM 4 IS 1 OF 2 FORM 4'S FILED TO REPORT THE REPORTING PERSON'S TRANSACTIONS C

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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