

ALCOA INC
Form 424B3
March 16, 2009
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The information in this preliminary prospectus supplement is not complete and may be changed. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-149623**

SUBJECT TO COMPLETION, DATED MARCH 16, 2009

Prospectus Supplement

(To Prospectus dated March 10, 2008)

150,000,000 Shares

Alcoa Inc.

Common Stock

We are offering 150,000,000 shares of our common stock. Our common stock is listed on the New York Stock Exchange under the symbol AA. On March 13, 2009, the last reported sale price of the common stock on the New York Stock Exchange was \$5.73 per share.

Concurrently with this offering of common stock, pursuant to a separate prospectus supplement, we are offering \$250 million aggregate principal amount of % convertible notes due 2014 (or \$287.5 million aggregate principal amount of % convertible notes due 2014 if the underwriters exercise their over-allotment option in full). Neither the completion of this offering nor of the convertible notes offering is contingent on the completion of the other.

*Investing in our common stock involves significant risks. See **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2008 and all subsequent filings under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, as well as the additional risk factors contained in this prospectus supplement beginning on page S-12.*

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total (1)
Public offering price	\$	\$
Underwriting discount	\$	\$
Proceeds to us (before expenses)	\$	\$

(1) We have granted the underwriters an option exercisable for a period of 30 days from the date of this prospectus supplement to purchase up to 22,500,000 additional shares of common stock at the public offering price, less the underwriting discount, to cover over-allotments, if any.

The underwriters are offering our common stock as described in Underwriting. Delivery of the common stock will be made to purchasers on or about March , 2009.

Joint Book-Running Managers

Credit Suisse

Morgan Stanley

March , 2009

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes certain matters relating to us and this offering. The second part, the accompanying prospectus dated March 10, 2008, gives more general information about securities we may offer from time to time, some of which may not apply to the shares of common stock offered by this prospectus supplement and the accompanying prospectus. For information about our common stock, see "Description of Common Stock" in this prospectus supplement and in the accompanying prospectus.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with information that is different. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer of these shares of our common stock in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Before you invest in our common stock, you should read the registration statement described in the accompanying prospectus (including the exhibits thereto) of which this prospectus supplement and the accompanying prospectus form a part, as well as this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The documents incorporated by reference are described in this prospectus supplement under "Where You Can Find More Information."

If the information set forth in this prospectus supplement varies in any way from the information set forth in the accompanying prospectus, you should rely on the information contained in this prospectus supplement. If the information set forth in this prospectus supplement varies in any way from the information set forth in a document we have incorporated by reference, you should rely on the information in the more recent document.

Unless indicated otherwise, or the context otherwise requires, references in this document to "Alcoa," "the company," "we," "us" and "our" are to Alcoa Inc. and its consolidated subsidiaries, and references to "dollars" and "\$" are to United States dollars.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC"). Our SEC filings are available to the public from the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at the SEC's public reference room in Washington, D.C. located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our common stock is listed and traded on the New York Stock Exchange (the "NYSE"). You may also inspect the information we file with the SEC at the NYSE's offices at 20 Broad Street, New York, New York 10005. Information about us is also available at our Internet site at <http://www.alcoa.com>. The information on our Internet site is not a part of this prospectus supplement or the accompanying prospectus.

The SEC allows us to incorporate by reference in this prospectus supplement and the accompanying prospectus the information in the documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement and the accompanying prospectus, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus supplement and the accompanying prospectus. We incorporate by reference in this prospectus supplement and the accompanying prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), until we sell all of the securities that may be offered by this prospectus supplement:

Annual Report on Form 10-K for the year ended December 31, 2008;

Definitive Proxy Statement on Form DEF 14A filed March 16, 2009; and

Current Reports on Form 8-K (or Form 8-K/A) filed January 7, 2009 and March 16, 2009.

We are not incorporating, in any case, any documents or information deemed to have been furnished and not filed in accordance with SEC rules.

You may obtain a copy of any or all of the documents referred to above which have been or will be incorporated by reference into this prospectus supplement and the accompanying prospectus (including exhibits specifically incorporated by reference in those documents), as well as a copy of the registration statement of which the accompanying prospectus is a part and its exhibits, at no cost to you by contacting us as follows:

Alcoa Inc.

390 Park Avenue

New York, New York 10022-4608

Attention: Investor Relations

Telephone: (212) 836-2674

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus contain or incorporate by reference forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Exchange Act. These statements can be identified by the use of predictive, future-tense or forward-looking terminology, such as anticipates, believes, estimates, expects, forecasts, intends, may, projects, should, will or other similar words. All statements that reflect Alcoa's expectations, assumptions or projections about the future other than statements of historical fact are forward-looking statements, including, without limitation, forecasts concerning aluminum industry growth or other trend projections, anticipated financial results or operating performance, and statements regarding Alcoa's strategies, objectives, goals, targets, outlook, and business and financial prospects. Forward-looking statements are subject to risks, contingencies and uncertainties and are not guarantees of future performance. Actual results, performance or outcomes may differ materially from those expressed in or implied by those forward-looking statements. Alcoa disclaims any intention or obligation (other than as required by law) to update or revise any forward-looking statements.

The following are some of the important factors that could cause Alcoa's actual results to differ materially from those projected in any forward-looking statements:

Uncertainties regarding the duration or severity of the current global economic downturn and disruptions in the financial markets, and their impact on Alcoa;

Material adverse changes in aluminum industry conditions generally, including global supply and demand conditions for aluminum, alumina and aluminum products;

Fluctuations in commodity prices, especially the price of aluminum on the London Metal Exchange (LME), including sustained declines or further deterioration in aluminum prices;

Changes, including further deterioration, in the key markets served by Alcoa, including the commercial transportation, automobile, aerospace, building and construction, packaging, oil and gas, defense and industrial markets;

Alcoa's inability to achieve the level of cost reductions, cash generation or conservation, return on capital improvement, improvement in profitability and margins, or strengthening of operations anticipated by management in connection with its restructuring, portfolio streamlining and liquidity strengthening activities;

Significant increases in power or energy costs, including electricity, natural gas and fuel oil, or interruption or unavailability of energy supplies for Alcoa's operations;

Significant increases in the costs of other raw materials, including carbon products, caustic soda and other key inputs;

Further downgrades in Alcoa's credit ratings, material increases in Alcoa's cost of borrowing, an inability to access the credit or capital markets, or the failure of financial institutions to fulfill their commitments to Alcoa under committed credit facilities;

Declines in the rate used to discount future estimated liabilities and expenses for pensions and other post-retirement benefits or in the rate of return on plan assets, or changes in employee workforce assumptions used for such estimates;

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Political, economic and regulatory risks in the countries in which Alcoa operates or sells products, including fluctuations in foreign currency exchange rates and interest rates;

Outcomes of significant legal proceedings or investigations, or changes in laws and regulations, including those affecting environmental, health or safety compliance;

Uncertainties regarding the impact of climate change, climate change regulations or greenhouse effects;

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Changes in relationships with, or in the financial or business condition of, customers and suppliers;

Changes in competitive conditions, including actions by competitors and developments in technology and products; and

Factors affecting Alcoa's operations such as equipment outages, labor disputes, supply disruptions or other unexpected events. The above list of factors is not exhaustive or necessarily in order of importance. Additional information concerning factors that could cause actual results to differ materially from those in forward-looking statements include those discussed under Risk Factors beginning on page S-12 of this prospectus supplement, in Forward-Looking Statements on page 6 of the accompanying prospectus, and in our periodic reports referred to in Where You Can Find More Information above, including in the following sections of our Annual Report on Form 10-K for the year ended December 31, 2008: Part I, Item 1A (Risk Factors); Part II, Item 7 (Management's Discussion and Analysis of Financial Condition and Results of Operations), including the disclosures under Segment Information and Environmental Matters; Part II, Item 7A (Quantitative and Qualitative Disclosures About Market Risk); and Note N to the Consolidated Financial Statements in Part II, Item 8 (Financial Statements and Supplementary Data).

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SUMMARY

This summary contains basic information about us and the offering. Because it is a summary, it does not contain all of the information that you should consider before investing in our common stock. You should read this entire prospectus supplement and the accompanying prospectus carefully, including the section entitled Risk Factors, our financial statements and the notes thereto incorporated by reference into this prospectus supplement, and other documents incorporated by reference into this prospectus supplement and the accompanying prospectus, before making an investment decision. Except as otherwise noted, all information in this prospectus supplement and the accompanying prospectus assumes no exercise of the underwriters' option to purchase additional shares of our common stock.

Alcoa Inc.

Formed in 1888, Alcoa is a Pennsylvania corporation with its principal office at 390 Park Avenue, New York, New York 10022-4608 (telephone number (212) 836-2600).

Alcoa is the world leader in the production and management of primary aluminum, fabricated aluminum, and alumina combined, through its active and growing participation in all major aspects of the industry: technology, mining, refining, smelting, fabricating, and recycling. Aluminum is a commodity that is traded on the LME and priced daily based on market supply and demand. Aluminum and alumina represent more than three-fourths of Alcoa's revenues, and the price of aluminum influences the operating results of Alcoa. Non-aluminum products include precision castings and aerospace and industrial fasteners. Alcoa's products are used worldwide in aircraft, automobiles, commercial transportation, packaging, building and construction, oil and gas, defense, and industrial applications.

Recent Developments

First Quarter 2009 Business Conditions

In connection with the public offerings, the company is providing the following updated information regarding first quarter 2009 business conditions:

Our first fiscal quarter ends March 31, 2009. Set forth below is a discussion of trends in our business during the first quarter. These statements are forward-looking statements that are based on management's estimates and assumptions regarding our business. These statements are subject to risks, contingencies and uncertainties and are not guarantees of future performance. Actual results, performance or outcomes may differ materially from those expressed or implied in these statements. Some of the important factors that could cause our actual results to differ from those projected in these statements are set forth under Forward-Looking Statements.

Our first quarter results will continue to be adversely affected by the global economic downturn, which has materially and adversely affected pricing of and demand for aluminum, alumina and aluminum products. Primarily as a result of these factors, we expect to report a net loss for the quarter ending March 31, 2009.

Alumina prices which are closely linked to aluminum prices have continued to decline in the first quarter of 2009. We now anticipate those prices to be down approximately 34% versus the fourth quarter of 2008. We expect to report lower alumina production of approximately 350 thousand metric tons in the first quarter of 2009 as compared to the fourth quarter of 2008 as a result of our previously announced production curtailments.

Based on current LME cash prices, aluminum pricing is expected to decline 26% in the first quarter of 2009 as compared to the fourth quarter of 2008. Our aluminum input costs historically decline in relation to declines in LME aluminum prices, but cost declines typically lag aluminum price declines by close to a fiscal quarter, which

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delays the positive impact of input cost savings on our Primary Metals segment's margins. Our realized aluminum pricing in the first quarter of 2009 is trending closer to spot market pricing, caused by a lower percentage of premium products in our sale mix. We expect to report lower aluminum production of approximately 100 thousand metric tons in the first quarter of 2009 compared to the fourth quarter of 2008 as a result of our previously announced production curtailments.

End market demand for aluminum products has continued to deteriorate in the first quarter of 2009. We have experienced reduced demand across the principal markets in our Flat-Rolled Products segment. Although our Engineered Products and Solutions segment has benefited from its strong position in certain markets, such as aerospace and industrial gas turbines, we have experienced continued weakness in the commercial transportation, automotive, and building and construction markets. We expect that productivity gains in each of our segments will somewhat mitigate end market weaknesses during the first quarter of 2009. In addition, we expect to benefit from the relative strength of the U.S. dollar compared to other major currencies during the first quarter of 2009.

Additionally, the company previously announced that it will be taking a loss related to the exiting of its investment in Shining Prospect. While that transaction will contribute more than \$1 billion to 2009 cash flow, the after-tax loss is expected to impact first quarter results by approximately \$120 million. This transaction will also result in the reversal of the unrealized loss recognized in accumulated other comprehensive loss through the transaction date.

Reduction of Common Stock Dividend

On March 16, 2009, we announced that our board of directors is reducing the quarterly dividend on our common stock from \$0.17 to \$0.03 per share, effective with the dividend payable on May 25, 2009 to holders of record on May 8, 2009.

Exiting of Shining Prospect Special Purpose Vehicle

On February 12, 2009, Alcoa and Aluminum Corporation of China (Chinalco) entered into an agreement in which Chinalco will redeem the convertible senior secured note issued by a special purpose vehicle called Shining Prospect Pte. Ltd. (SPPL), a private limited liability company created solely for the purpose of acquiring shares of Rio Tinto plc (RTP). Alcoa had joined with Chinalco on February 1, 2008 to acquire 12% of the U.K. common stock of RTP for approximately \$14 billion. Alcoa had contributed \$1.2 billion of the \$14 billion through the purchase of the note. Under the agreement executed on February 12, 2009, Alcoa will receive \$1.021 billion in cash in three installments over a six-month period ending July 31, 2009. As a result of this transaction, Alcoa will recognize a non-cash after-tax loss of approximately \$120 million related to its investment in SPPL in the first quarter of 2009. This transaction will also result in the reversal of the unrealized loss recognized in accumulated other comprehensive income through the transaction date (see Note I to Alcoa's consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2008 for additional information).

Recent Actions by Credit Rating Agencies

On February 10, 2009, Standard and Poor's Ratings Services (S&P) lowered its long-term debt rating of Alcoa from BBB+ to BBB- and its short-term debt rating from A-2 to A-3. S&P's rating report stated that the changes in Alcoa's ratings reflect uncertainties regarding the length and depth of the ongoing economic downturn; expectations of a long, slow economic recovery; S&P's belief that Alcoa's credit metrics will deteriorate significantly during 2009; and S&P's concerns regarding Alcoa's liquidity position. S&P removed all ratings from negative credit watch; however, the current outlook remains negative based on expected weak earnings in 2009 and weak credit metrics based on the new S&P ratings. The report further stated that the S&P ratings reflect Alcoa's strong business position as one of the largest integrated aluminum producers in the world, with broad product, business, and geographic diversity and efficient alumina operations.

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On February 13, 2009, Moody's Investors Service (Moody's) lowered its long-term debt rating of Alcoa from Baa1 to Baa3 and its short-term debt rating from Prime-2 to Prime-3. Moody's rating report stated that the changes in Alcoa's ratings reflect the relatively weak debt protection measures, increased debt levels and leverage ratios, and negative free cash flow position of Alcoa going into a major economic downturn. Moody's removed all ratings from negative credit watch and the current outlook was changed from negative to stable. The change in the outlook was based on Moody's view that Alcoa will be able to materially reduce short-term debt outstanding due to the monetization of Alcoa's investment in SPPL, the anticipation that Alcoa will continue to focus on reducing cash consumption, and that liquidity will remain comfortably above requirements.

On February 13, 2009, Fitch Ratings (Fitch) lowered its long-term debt rating of Alcoa from BBB to BBB- and its short-term debt rating from F2 to F3. Fitch's rating report stated that the changes in Alcoa's ratings reflect lower earnings coupled with higher than expected debt levels resulting in higher financial leverage. Fitch also changed the current outlook from stable to negative. The report further stated that the Fitch ratings reflect Alcoa's leading position in the industry, its strength in low-cost alumina production, and the operating flexibility afforded by the scope of the company's operations.

A security rating is not a recommendation to buy, sell or hold securities and is subject to revision or withdrawal by the assigning rating organization. Each rating should be evaluated independently of any other rating.

Certain Litigation Proceedings

As previously reported in our 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. The Teamsters action has been fully briefed and awaits oral argument. On March 6, 2009, the Philadelphia Gas Works Retirement Fund filed a separate shareholder derivative suit in the civil division of the Court of Common Pleas of Philadelphia County, Pennsylvania. Both shareholder derivative actions were brought against certain officers and directors of Alcoa claiming breach of fiduciary duty and other violations and both actions 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 investigation of Alcoa by the United States Department of Justice and the SEC with respect to Alba's claims. These derivative actions claim that the defendants caused or failed to prevent the conduct alleged in the Alba lawsuit. The Alba suit and the corresponding government investigation are more fully described in Alcoa's Annual Report on Form 10-K for the year ended December 31, 2008 in Part I, Item 3 Legal Proceedings.

Concurrent Offering of Convertible Notes

Concurrently with this offering of common stock, pursuant to a separate prospectus supplement, we are offering \$250 million aggregate principal amount (\$287.5 million aggregate principal amount if the underwriters exercise their over-allotment option with respect to that offering in full) of % convertible notes due 2014 (the Convertible Notes) in an underwritten public offering (the Convertible Notes Offering). Neither the completion of the Convertible Notes Offering nor the completion of this offering is contingent on the completion of the other. The Convertible Notes will mature on March 15, 2014, unless earlier repurchased or converted, and pay interest semiannually in arrears on March 15 and September 15 of each year, commencing September 15, 2009, at a rate of % per year. We will not have an option to redeem the Convertible Notes prior to their stated maturity date.

The Convertible Notes will be convertible at the holder's option into our shares of common stock at an initial conversion rate of shares of our common stock per \$1,000 principal amount of the Convertible Notes (equivalent to an initial conversion price of approximately \$ per share), subject to adjustment.

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Assuming no exercise of the underwriters' over-allotment option with respect to the Convertible Notes, we estimate that the net proceeds of the Convertible Notes Offering, after deducting the underwriting discount and estimated expenses, will be approximately \$244 million. As of December 31, 2008, our total consolidated indebtedness was approximately \$10.6 billion. After giving effect to this offering (assuming no exercise of the underwriters' over-allotment option) and the sale of the Convertible Notes (assuming no exercise of the underwriters' over-allotment option) and the use of the proceeds as described herein, our total consolidated indebtedness, as of December 31, 2008, would have been approximately \$9.8 billion.

Table of Contents**The Offering**

*The following summary contains basic information about our common stock and is not intended to be complete. It does not contain all of the information that may be important to you. For a more complete understanding of our common stock, you should read the section of this prospectus supplement entitled *Description of Common Stock*. For purposes of this summary and the *Description of Common Stock*, references to the company, Alcoa, issuer, we, our and us refer only to Alcoa Inc. and not to its subsidiaries.*

Issuer	Alcoa Inc.
Common stock offered	150,000,000 shares
Option to purchase additional shares	We have granted the underwriters an option exercisable for a period of 30 days from the date of this prospectus supplement to purchase up to an additional 22,500,000 shares of common stock at the public offering price, less the underwriting discount, to cover over-allotments, if any.
Common stock to be outstanding after the offering	950,317,368 shares ⁽¹⁾
Use of proceeds	We intend to use the net proceeds from this offering and the concurrent Convertible Notes Offering (including any proceeds resulting from any exercise by underwriters of their over-allotment option for either offering) to prepay outstanding indebtedness under our senior unsecured 364-day revolving credit facility. We intend to use any remaining net proceeds in excess of amounts used to repay outstanding indebtedness under the 364-day facility for general corporate purposes. See <i>Use of Proceeds</i> .
Risk factors	See <i>Risk Factors</i> and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of factors you should consider carefully before deciding to invest in shares of our common stock.
NYSE symbol	AA

⁽¹⁾ The number of shares of common stock that will be outstanding after this offering is based on the number of shares outstanding on December 31, 2008 and assumes no exercise of stock options granted to our employees, of which approximately 42 million were exercisable at a weighted average exercise price of \$36.19 as of December 31, 2008, and excludes shares available for future option grants and shares issuable upon conversion of the Convertible Notes.

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RISK FACTORS

An investment in our common stock involves significant risks. You should carefully consider the risks described in our Annual Report on Form 10-K for the year ended December 31, 2008, as supplemented by the discussion below, before making an investment decision. Such risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of the described risks actually occurs, our business, financial condition or results of operations could be materially adversely affected.

*This prospectus supplement, the accompanying prospectus and the documents incorporated by reference also contain forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described below and elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference. See *Forward-Looking Statements* on page S-5 of this prospectus supplement.*

Risks Related to This Offering and Our Common Stock

We Expect to Report a Net Loss for the First Quarter of 2009.

Our first quarter results will continue to be adversely affected by the global economic downturn, which has materially and adversely affected pricing of and demand for aluminum, alumina and aluminum products. Primarily as a result of these factors, we expect to report a net loss for the quarter ending March 31, 2009. For additional information concerning our current operating and market conditions, see *Summary Alcoa Inc. Recent Developments* beginning on page S-7 of this prospectus supplement.

The price of our common stock has been and may continue to be volatile, which may make it difficult for you to resell the common stock when you want or at prices you find attractive.

The market price and volume of our common stock have been and may continue to be subject to significant fluctuations due not only to general stock market conditions but also to a change in sentiment in the market regarding our operations, business prospects, liquidity or this offering. During the period from January 1, 2008 to March 13, 2009, our common stock has fluctuated from a high of \$44.77 per share to a low of \$4.97 per share. In addition to the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2008, the price and volume volatility of our common stock may be affected by:

operating results that vary from expectations of management, securities analysts and investors;

changes in primary aluminum prices on the LME and other commodity prices, including, without limitation, prices for electricity, natural gas, fuel oil, and other raw materials used in our production processes, such as carbon products and caustic soda;

supply and demand conditions for primary aluminum and conditions in the aluminum and other end markets we serve, including, without limitation, commercial transportation, automobile, aerospace, building and construction, packaging, oil and gas, defense and industrial markets;

our inability to achieve the level of cost reductions, cash generation or conservation, return on capital improvement, improvement in profitability and margins, or strengthening of operations anticipated by management in connection with our restructuring, portfolio streamlining and liquidity strengthening activities;

developments in our business or in the aluminum industry generally;

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regulatory changes affecting our industry generally or our business and operations;

the operating and securities price performance of companies that investors consider to be comparable to us;

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announcements of strategic developments, acquisitions and other material events by us or our competitors; and

changes in global financial and economic markets and general market conditions, such as interest or foreign exchange rates, commodity and equity prices, availability of credit, asset valuations, and volatility.

The stock markets in general have experienced extreme volatility that has at times been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock, make it difficult to predict the market price of our common stock in the future and cause the value of your investment to decline.

There may be future sales or other dilution of our equity, which may adversely affect the market price of our common stock.

Except as described under the heading "Underwriting", we are not restricted from issuing additional common stock, including securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. As part of this offering, we expect to issue 150,000,000 shares of common stock (or up to 172,500,000 shares of common stock if the underwriters exercise their over-allotment option in full).

Concurrently with this offering, we are also offering, in the Convertible Notes Offering, up to \$250 million aggregate principal amount of % convertible notes due 2014 (or up to \$287.5 million aggregate principal amount of % convertible notes due 2014 if the underwriters exercise their over-allotment option in full) which, based on the initial conversion rate and assuming no exercise of the underwriters' over-allotment option, would be convertible into an aggregate of shares of our common stock. The issuance of additional shares of our common stock in this offering and in connection with conversions of the Convertible Notes, or other issuances of our common stock or convertible securities, including outstanding options and warrants, or otherwise will dilute the ownership interest of our common stockholders.

Sales of a substantial number of shares of our common stock or other equity-related securities in the public market, or any hedging or arbitrage trading activity that we expect to develop involving our common stock as a result of the Convertible Notes Offering, could depress the market price of our common stock and impair our ability to raise capital through the sale of additional equity securities. We cannot predict the effect that future sales of our common stock or other equity-related securities would have on the market price of our common stock.

Dividends on our common stock could be further reduced or eliminated in the event of material future deterioration in business conditions.

On March 16, 2009, we announced that our board of directors is reducing the quarterly dividend on our common stock from \$0.17 to \$0.03 per share, effective with the dividend payable on May 25, 2009 to holders of record on May 8, 2009. Our board may determine to reduce further or eliminate our common stock dividend.

Under the Pennsylvania Business Corporation Law of 1988, as amended (the "PBCL"), holders of common stock will receive dividends when and as declared by our board of directors. However, no dividend may be declared or paid on the common stock if any of our preferred stock is outstanding, unless all dividends accrued on all classes of such preferred stock and the current quarter yearly dividend on our \$3.75 Cumulative Serial Preferred Stock have been paid or declared and a sum sufficient for payment has been set apart. Dividends may not be paid if, after giving effect thereto, we would be unable to pay our debts as they become due, or if our total assets would be less than the total sum of our liabilities plus any amount required to satisfy preferential rights.

Table of Contents***Future funding requirements may affect our business.***

New sources of capital may be needed to meet the funding requirements of future investments in operating assets, fund our ongoing business activities and pay dividends. Our ability to raise and service significant new sources of capital will be a function of macroeconomic conditions, future aluminum and alumina prices as well as our operational performance, cash flow and debt position, among other factors. In light of the currently limited global availability of credit, and given our existing debt position, we may determine that it may be necessary or preferable to issue additional equity or other securities, defer projects or sell assets. Additional financing may not be available when needed or, if available, the terms of such financing may not be favorable to us and, if raised by offering equity securities, any additional financing may involve substantial dilution to existing shareholders. In the event of lower aluminum and alumina prices, higher costs for raw materials, unanticipated operating or financial challenges, or new funding limitations, our ability to pursue new business opportunities, invest in existing and new projects, fund our ongoing business activities, retire or service all outstanding debt and pay dividends could be significantly constrained.

Any further downgrade in the credit ratings assigned to our debt securities could increase our future borrowing costs and adversely affect the availability of new financing.

Currently, S&P rates us with negative outlook, Moody's rates us with stable outlook and Fitch rates us with negative outlook. There can be no assurance that any rating assigned will remain for any given period of time or that a rating will not be lowered, if in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. If we are unable to maintain our outstanding debt and financial ratios at levels acceptable to the credit rating agencies, or should our business prospects deteriorate, our ratings could be downgraded by the rating agencies, which could adversely affect the value of our outstanding securities, our existing financing, and the availability of other new financing on favorable terms, if at all, increase our borrowing costs and impair our results of operations and financial condition.

Current global financial conditions could adversely affect the availability of new financing, our operations and the trading price of our common stock.

Current global financial conditions have been characterized by increased market volatility. Several financial institutions have either gone into bankruptcy or have had to be capitalized by governmental authorities. Access to public financing has been negatively impacted by both the rapid decline in value of sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market. These factors may adversely affect our ability to obtain equity or debt financing in the future on terms favorable to us.

Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, our operations could be adversely impacted and the trading price of our common stock may be adversely affected.

Anti-takeover provisions could enable our management to resist a takeover attempt by a third party and limit the power of our stockholders.

Provisions of Pennsylvania law and of our Articles of Incorporation and By-laws could make it more difficult for a third party to acquire control of us or have the effect of discouraging, delaying or preventing a third party from attempting to acquire control of us, even if an acquisition might be in the best interest of our shareholders. For example, we are subject to Subchapters E-J of Chapter 25 and Section 2538 of Subchapter D of Chapter 25 of the PBCL, which could make it more difficult for another party to acquire us. Additionally, our Articles of Incorporation authorize our board of directors to issue preferred stock or adopt other anti-takeover measures without shareholder approval. The existence and adoption of these provisions could adversely affect the voting power of holders of common stock and limit the price that investors might be willing to pay in the future for shares of our common stock. For additional information, see "Description of Common Stock" in the accompanying prospectus.

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Non-U.S. Holders may be subject to U.S. withholding tax and U.S. income tax under the Foreign Investment in Real Property Tax Act.

We may currently be or may become a United States real property holding corporation for U.S. federal income tax purposes. As a result, under U.S. federal income tax laws enacted as part of the Foreign Investment in Real Property Tax Act, non-U.S. Holders (as defined under Certain United States Federal Income Tax Considerations) of our common stock who actually or constructively beneficially own more than 5% of the total fair market value of our common stock at any time during the relevant determination period may be subject to U.S. federal withholding tax or U.S. federal income tax, or both, in respect of certain distributions made on our common stock and upon the disposition of our common stock. Non-U.S. Holders are urged to consult their tax advisors with respect to the U.S. federal income tax consequences that may arise if we are or were to become a United States real property holding corporation. See the discussion under the heading Certain United States Federal Income Tax Considerations Consequences to Non-U.S. Holders Distributions on Common Stock.

A portion of the net proceeds of this offering will be received by affiliates of certain of our underwriters. This may present a conflict of interest.

We intend to use the net proceeds from this offering to repay outstanding indebtedness under our 364-day revolving credit facility. Several of the underwriters, including Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated, have affiliates who are lenders under such facility and who will receive a portion of such net proceeds. These relationships may present a conflict of interest since such underwriters may have an interest in the successful completion of this offering in addition to the underwriting discounts and commissions they would receive. See Use of Proceeds and Underwriting.

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USE OF PROCEEDS

We estimate that the net proceeds we will receive from this offering will be approximately \$829 million (or \$954 million if the underwriters over-allotment option is exercised in full), after deducting the underwriting discount and estimated expenses of this offering payable by us, based on an assumed offering price of \$5.73 per share, the last reported sale price of our common stock on the NYSE on March 13, 2009.

We intend to use the net proceeds from this offering, together with the net proceeds from the concurrent Convertible Notes Offering, to prepay amounts outstanding under our \$1.9 billion senior unsecured revolving credit facility which matures on October 12, 2009 (the 364-Day Facility). Through March 13, 2009, we had borrowed approximately \$1.3 billion under the 364-Day Facility. The outstanding loans under the 364-Day Facility bear interest at LIBOR plus 2.125% per annum and are subject to mandatory prepayment in an amount equal to the amount of net cash proceeds received by us in this offering and the concurrent Convertible Notes Offering. Any proceeds from this offering and the concurrent Convertible Notes Offering in excess of amounts necessary to prepay the outstanding loans under the 364-Day Facility will be used for general corporate purposes.

Affiliates of several of the underwriters are lenders under the 364-Day Facility and will receive a portion of the net proceeds from this offering, which are being applied to repay such debt. See Underwriting.

Table of Contents**COMMON STOCK PRICE RANGE AND DIVIDENDS**

Our common stock is listed on the NYSE and is traded under the symbol AA. The following table sets forth, for the periods indicated, the high and low sales prices per share of our common stock as reported in composite NYSE trading, and the dividends declared per share of our common stock.

	Price Range of Common Stock		Cash Dividend Per Share
	High	Low	
2007			
First Quarter	\$ 36.05	\$ 28.09	\$ 0.17
Second Quarter	\$ 42.90	\$ 33.63	\$ 0.17
Third Quarter	\$ 48.77	\$ 30.25	\$ 0.17
Fourth Quarter	\$ 40.70	\$ 33.22	\$ 0.17
2008			
First Quarter	\$ 39.67	\$ 26.69	\$ 0.17
Second Quarter	\$ 44.77	\$ 33.65	\$ 0.17
Third Quarter	\$ 35.66	\$ 20.93	\$ 0.17
Fourth Quarter	\$ 22.35	\$ 6.80	\$ 0.17
2009			
First Quarter (through March 13, 2009)	\$ 12.44	\$ 4.97	\$ 0.17

The last reported sale price of our common stock on the NYSE on March 13, 2009 was \$5.73 per share. On February 11, 2009, there were 801,774,739 shares of our common stock outstanding held by approximately 292,000 shareholders.

On March 16, 2009, we announced that our board of directors is reducing the quarterly dividend on our common stock from \$0.17 to \$0.03 per share, effective with the dividend payable on May 25, 2009 to holders of record on May 8, 2009. The determination of the amount of future dividends on our common stock, if any, will be made by our board of directors from time to time and will depend on our future earnings, capital requirements, financial condition and other relevant factors. See **Risk Factors** **Risks Related to This Offering and Our Common Stock**.

Table of Contents**CAPITALIZATION**

The following table summarizes our cash and cash equivalents and our capitalization as of December 31, 2008 on:

an actual basis;

an as-adjusted basis to give effect to the sale of the shares of common stock offered hereby (assuming no exercise of the underwriters over-allotment option and an offering price of \$5.73 per share, the last reported sale price of our common stock on the NYSE on March 13, 2009) and the application of the net proceeds thereof as described under "Use of Proceeds"; and

a further as-adjusted basis to give effect to the sale of the shares of common stock offered hereby (assuming no exercise of the underwriters over-allotment option and an offering price of \$5.73 per share, the last reported sale price of our common stock on the NYSE on March 13, 2009) as well as the concurrent sale of the Convertible Notes in the Convertible Notes Offering (assuming no exercise of the underwriters over-allotment option).

You should read the following table in conjunction with the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations", and our consolidated financial statements and related notes included in our most recent Annual Report on Form 10-K which is incorporated by reference in this prospectus supplement and with the sections entitled "Description of Common Stock" in this prospectus supplement and "Description of Common Stock" in the accompanying prospectus.

(unaudited, dollars in millions)	As of December 31, 2008		
	Actual	As Adjusted for this Offering	As Further Adjusted for Concurrent Convertible Notes Offering
Cash and cash equivalents	\$ 762	\$ 762	\$ 762
Short-term borrowings (1)	\$ 478	\$ 478	\$ 478
Commercial paper (1)	1,535	706	462
Long-term debt, including current portion (2)	8,565	8,565	8,815
Total debt	\$ 10,578	\$ 9,749	\$ 9,755
Minority interests	\$ 2,597	\$ 2,597	\$ 2,597
Preferred stock	\$ 55	\$ 55	\$ 55
Common stock, \$1.00 par value; 1,800,000,000 shares authorized, 924,574,538 shares issued, 800,317,368 shares outstanding, actual; 1,800,000,000 shares authorized, 1,074,574,538 shares issued, 950,317,368 shares outstanding, as adjusted and as further adjusted	925	1,075	1,075
Additional capital	5,850	6,529	6,529
Retained earnings	12,400	12,400	12,400
Treasury stock, at cost	(4,326)	(4,326)	(4,326)
Accumulated other comprehensive loss	(3,169)	(3,169)	(3,169)
Total shareholders' equity	\$ 11,735	\$ 12,564	\$ 12,564
Total capitalization	\$ 24,910	\$ 24,910	\$ 24,916

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- (1) Net proceeds from this offering and the concurrent Convertible Notes Offering will be used to prepay amounts outstanding under the 364-Day Facility. Through March 13, 2009, we have borrowed approximately \$1.3 billion under the 364-Day Facility, which would be reflected in Short-term borrowings. As of December 31, 2008, no amounts were borrowed under the 364-Day Facility. Through March 13, 2009, our issued commercial paper was reduced to approximately \$560 million from the outstanding amount at December 31, 2008. For the purposes of this table, the estimated net proceeds from this offering and the concurrent Convertible Notes Offering are reflected as a reduction of Commercial paper.
- (2) The gross proceeds from the concurrent Convertible Notes Offering are reflected as an increase to Long-term debt. The underwriting discount and estimated expenses reflected in the net proceeds will be recognized as a noncurrent asset (deferred financing costs) and amortized over the term of the Convertible Notes.

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DESCRIPTION OF COMMON STOCK

Please read the information discussed under the heading "Description of Common Stock" beginning on page 34 of the accompanying prospectus. As of December 31, 2008, we had 1.8 billion shares of authorized common stock, par value \$1.00 per share, of which 800,317,368 shares were outstanding.

Upon completion of this offering, 950,317,368 shares of our common stock will be outstanding, based on the number of shares outstanding on December 31, 2008 (assuming no exercise of stock options granted to our employees, of which approximately 42 million were exercisable at a weighted average exercise price of \$36.19 as of December 31, 2008, and excluding shares available for future option grants and shares issuable upon conversion of the Convertible Notes). See "Risk Factors - Risks Related to This Offering and Our Common Stock." There may be future sales or other dilution of our equity, which may adversely affect the market price of our common stock.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain material U.S. federal income tax considerations relating to the purchase, ownership, and disposition of the shares of common stock. This summary is based upon provisions of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), applicable U.S. Treasury Regulations, administrative rulings, and judicial decisions in effect as of the date hereof, any of which may subsequently be changed, possibly retroactively, which may result in U.S. federal income tax consequences different from those discussed below. Except as where noted, this summary deals only with a share of common stock held as a capital asset (generally, property held for investment).

This summary does not address all aspects of U.S. federal income taxation and does not deal with all tax consequences that may be relevant to holders in light of their personal circumstances or particular situations, such as:

tax consequences to holders who may be subject to special tax treatment, including dealers in securities or currencies, financial institutions, regulated investment companies, real estate investment trusts, tax-exempt entities, insurance companies, or traders in securities that elect to use a mark-to-market method of accounting for their securities;

tax consequences to persons holding common stock as a part of a hedging, integrated, conversion or constructive sale transaction or a straddle;

non-U.S. holders (as defined below) that own or have owned (actually or constructively) more than 5% of any class of our stock;

tax consequences to U.S. holders (as defined below) of shares of common stock whose functional currency is not the U.S. dollar;

tax consequences to partnerships or other pass-through entities or investors in such entities;

tax consequences to former citizens or former long-term residents of the United States;

alternative minimum tax consequences, if any;

any state, local or foreign tax consequences; and

estate or gift taxes consequences, if any.

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If a partnership holds shares of common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. If you are a partner in a partnership holding shares of common stock, you should consult your tax advisors.

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If you are considering the purchase of common stock, you should consult your tax advisors concerning the U.S. federal income tax consequences to you in light of your own specific situation, as well as consequences arising under the laws of any state, local, foreign, or other taxing jurisdiction, or under any applicable tax treaty.

As used herein, the term "U.S. holder" means a beneficial owner of shares of common stock that is, for U.S. federal income tax purposes:

an individual citizen or resident of the United States;

a corporation (or any other entity or arrangement treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

an estate the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust, if it (i) is subject to the primary supervision of a court within the United States and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (ii) has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

For purposes of this discussion, a "non-U.S. holder" means a beneficial owner of shares of common stock that is not a U.S. holder. Special rules may apply to certain non-U.S. holders such as controlled foreign corporations, passive foreign investment companies, corporations that accumulate earnings to avoid federal income tax or, in certain circumstances, individuals who are U.S. expatriates. Consequently, non-U.S. holders should consult their tax advisors to determine the U.S. federal, state, local, foreign and other tax consequences that may be relevant to them.

Consequences to U.S. Holders

Distributions on Common Stock

Distributions, if any, made on our common stock generally will be included in a U.S. holder's income as ordinary dividend income to the extent of our current and accumulated earnings and profits. However, with respect to dividends received by individuals, for taxable years beginning before January 1, 2011, such dividends are generally taxed at a maximum U.S. federal income tax rate of 15%, provided certain holding period requirements are satisfied. Distributions in excess of our current and accumulated earnings and profits will be treated as a return of capital to the extent of a U.S. holder's adjusted tax basis in the common stock and thereafter as capital gain from the sale or exchange of such common stock. Dividends received by a corporation may be eligible for a dividends received deduction, subject to applicable limitations.

Sale, Exchange, Certain Redemptions or Other Taxable Dispositions of Common Stock

Upon the sale, exchange, certain redemptions or other taxable dispositions of our common stock, a U.S. holder generally will recognize capital gain or loss equal to the difference between (i) the amount of cash and the fair market value of any property received upon such taxable disposition and (ii) the U.S. holder's adjusted tax basis in the common stock. Such capital gain or loss will be long-term capital gain or loss if a U.S. holder's holding period in the common stock is more than one year at the time of the taxable disposition. Otherwise, such gain or loss will be short-term capital gain or loss. Long-term capital gains recognized by certain non-corporate U.S. holders (including individuals) will generally be subject to a maximum U.S. federal income tax rate of 15%, which maximum tax rate is currently scheduled to increase to 20% for dispositions occurring during taxable years beginning on or after January 1, 2011. The deductibility of capital losses is subject to limitations.

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Information Reporting and Backup Withholding

Information returns will be filed with the Internal Revenue Service (IRS), other than with respect to corporations and other exempt holders, with respect dividends paid on the common stock and proceeds received from a disposition of shares of common stock. Unless a U.S. holder is an exempt recipient such as a corporation, it may be subject to backup withholding tax (currently at a rate of 28%) with respect to dividends paid on the common stock or with respect to proceeds received from a disposition of common stock. A U.S. holder will be subject to backup withholding if it is not otherwise exempt and it:

fails to furnish its taxpayer identification number, or TIN , which for an individual, is ordinarily his or her social security number;

furnishes an incorrect TIN;

is notified by the IRS that it has failed to properly report payments of interest or dividends; or

fails to certify, under penalties of perjury, that it has furnished a correct TIN and that the IRS has not notified it that it is subject to backup withholding.

Backup withholding is not an additional tax but, rather, is a method of tax collection. A U.S. holder will be entitled to credit any amounts withheld under the backup withholding rules against its U.S. federal income tax liability and may be entitled to a refund provided that the required information is furnished to the IRS in a timely manner.

Consequences to Non-U.S. Holders

Distributions on Common Stock

If distributions are made with respect to our common stock, such distributions will be treated as dividends to the extent of our current and accumulated earnings and profits as determined under the Code. Any portion of a distribution that exceeds our current and accumulated earnings and profits will first be applied in reduction of a non-U.S. holders tax basis in the common stock, and to the extent such portion exceeds its tax basis, the excess will be treated as gain from the disposition of the common stock, the tax treatment of which is discussed below under Sale, Exchange, Certain Redemptions or Other Taxable Dispositions of Common Stock.

Dividends paid to a non-U.S. holder will be subject to the U.S. federal withholding tax at a 30% rate, subject to the following two exceptions.

Dividends effectively connected with a trade or business of a non-U.S. holder and, if a tax treaty applies, attributable to a U.S. permanent establishment maintained by the non-U.S. holder within the United States, will not be subject to withholding if the non-U.S. holder complies with applicable IRS certification requirements and will be subject to U.S. federal income tax on a net income basis. In the case of a non-U.S. holder that is a corporation, such effectively connected income also may be subject to the branch profits tax, which is imposed on a foreign corporation on the deemed repatriation from the United States of effectively connected earnings and profits at a 30% rate (or such lower rate as may be prescribed by an applicable tax treaty).

The withholding tax might not apply, or might apply at a reduced rate, under the terms of an applicable tax treaty. Under U.S. Treasury Regulations, to obtain a reduced rate of withholding under a tax treaty, a non-U.S. holder will be required to satisfy applicable certification and other requirements.

Sale, Exchange, Certain Redemptions or Other Taxable Dispositions of Common Stock

Gain realized by a non-U.S. holder on the sale, exchange, certain redemptions or other taxable disposition of common stock generally will not be subject to U.S. federal income tax unless:

that gain is effectively connected with the non-U.S. holder's conduct of a trade or business in the United States (and, if required by an applicable income treaty, is attributable to a U.S. permanent establishment);

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the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or

we are or have been a United States real property holding corporation for U.S. federal income tax purposes during the shorter of the non-U.S. holder's holding period or the 5-year period ending on the date of disposition of the common stock and during the shorter of such periods referred to above the non-U.S. holder has owned or owns more than 5% (actually or constructively) of our shares of common stock.

If a non-U.S. holder is an individual described in the first bullet point above, such holder will be subject to tax on the net gain derived from the sale, exchange, redemption or other taxable disposition of common stock generally at U.S. federal income tax rates applicable to long-term or short-term capital gains, depending on the non-U.S. holder's holding period. If a non-U.S. holder is a foreign corporation that falls under the first bullet point above, it will be subject to tax on its net gain generally in the same manner as if it were a U.S. corporation and, in addition, it may be subject to the branch profits tax equal to 30% of its effectively connected earnings and profits, or at such lower rate as may be specified by an applicable income tax treaty. If a non-U.S. holder is an individual described in the second bullet point above, such holder generally will be subject to a flat 30% tax on the gain recognized on the sale, exchange, redemption or other taxable disposition of common stock, which gain may be offset by U.S. source capital losses, even though such holder is not considered a resident of the United States.

Information Reporting and Backup Withholding

Information Reporting

The payment of dividends to a non-U.S. holder is not subject to information reporting on IRS Form 1099 if applicable certification requirements (for example, by delivering a properly executed IRS Form W-8BEN) are satisfied. The payment of proceeds from the sale or other disposition of common stock by a broker to a non-U.S. holder is not subject to information reporting if:

the beneficial owner of the common stock certifies the owner's non-U.S. status under penalties of perjury (*i.e.*, by providing a properly executed IRS Form W-8BEN), or otherwise establishes an exemption; or

the sale or other disposition of common stock is effected outside the United States by a foreign office, unless the broker is:

a U.S. person;

a foreign person that derives 50% or more of its gross income for certain periods from the conduct of a trade or business in the United States;

a controlled foreign corporation for U.S. federal income tax purposes; or

a foreign partnership more than 50% of the capital or profits of which is owned by one or more U.S. persons or which engages in a U.S. trade or business.

In addition to the foregoing, we must report annually to the IRS and to each non-U.S. holder on IRS Form 1042-S the entire amount of dividends paid to a non-U.S. holder. This information may also be made available to the tax authorities in the country in which a non-U.S. holder resides under the provisions of an applicable income tax treaty or other agreement.

Backup Withholding

Backup withholding (currently at a rate of 28%) is required only on payments that are subject to the information reporting requirements discussed above (*i.e.*, the payments of dividends and the proceeds from the sale or other disposition of the common stock to be reported on IRS

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Form 1099), and only if other requirements are satisfied. Even if the payment of proceeds from the sale or other disposition common stock is subject to the

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information reporting requirements, the payment of proceeds from a sale or other disposition outside the United States will not be subject to backup withholding unless the payor has actual knowledge that the payee is a U.S. person. Backup withholding does not apply when any other provision of the Code requires withholding.

Backup withholding is not an additional tax. Any amount withheld from a payment to a non-U.S. holder under these rules will be allowed as a credit against a non-U.S. holder's U.S. federal income tax liability and may entitle such non-U.S. holder to a refund, provided that the required information is furnished timely to the IRS.

THE ABOVE SUMMARY IS NOT INTENDED TO CONSTITUTE A COMPLETE ANALYSIS OF ALL TAX CONSIDERATIONS APPLICABLE TO HOLDERS WITH RESPECT TO THEIR ACQUISITION, OWNERSHIP OR DISPOSITION OF OUR COMMON STOCK PURSUANT TO THE OFFER OR IN TRANSACTIONS DESCRIBED IN THIS PROSPECTUS SUPPLEMENT, AND HOLDERS SHOULD, THEREFORE, CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX CONSIDERATIONS APPLICABLE TO THEM IN THEIR PARTICULAR CIRCUMSTANCES.

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UNDERWRITING

Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated are acting as joint book-running managers of this offering and as representatives of the underwriters named below.

Subject to the terms and conditions contained in the underwriting agreement dated the date of this prospectus supplement, each underwriter named below has severally agreed to purchase, and we have agreed to sell to that underwriter, the number of shares of common stock set forth opposite the underwriter's name:

Underwriter	Number of Shares
Credit Suisse Securities (USA) LLC	
Morgan Stanley & Co. Incorporated	
Total	150,000,000

The underwriters are committed to purchase all the shares of common stock offered by us if they purchase any shares. The underwriting agreement also provides that if an underwriter defaults, the purchase commitments of non-defaulting underwriters may also be increased or the offering may be terminated.

The underwriters propose to offer the shares of common stock directly to the public at the offering price set forth on the cover page of this prospectus supplement and to certain dealers at that price less a concession not in excess of \$ per share. Any such dealers may resell shares to certain other brokers and dealers at a discount of up to \$ per share from the initial public offering price. After the initial offering of the shares to the public, the offering price and other selling terms may be changed by the underwriters. Sales of shares made outside of the United States may be made by affiliates of the underwriters.

The underwriters have an option to buy up to 22,500,000 additional shares of common stock from us to cover sales of shares by the underwriters which exceed the number of shares specified in the table above. The underwriters have 30 days from the date of this prospectus supplement to exercise this over-allotment option. If any shares are purchased with this over-allotment option, the underwriters will purchase shares in approximately the same proportion as shown in the table above. If any additional shares of common stock are purchased, the underwriters will offer the additional shares at the offering price set forth on the cover page of this prospectus supplement.

We have agreed with the underwriters, for a period of 90 days from the date of this prospectus supplement, and our directors and executive officers, have, subject to certain exceptions, agreed, for a period of 30 days, not to (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock or (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of common stock, whether any such transaction described in clause (i) or (ii) above is to be settled by delivery of common stock or such other securities, in cash or otherwise, without the prior written consent of each of the representatives. In addition, for a period of 90 days after the date of this prospectus supplement, we may not, without the prior consent of each of the representatives, file any registration statement with the SEC relating to the offering of any shares of our common stock or any securities convertible into or exercisable or exchangeable for common stock.

Notwithstanding the above, the underwriters have agreed in the underwriting agreement that the foregoing restrictions on the company will not apply to (1) our sale of common stock in this offering, (2) the issuance of the

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Convertible Notes in the concurrent Convertible Notes Offering and shares of common stock under the terms thereof, (3) the issuance by us of shares of common stock upon the exercise of an option or warrant or the conversion of any security outstanding on the date of this prospectus supplement of which the representatives have been advised in writing, or (4) our filing of a registration statement on Form S-8 in respect of securities to be issued pursuant to any benefit plan approved by our shareholders at our 2009 annual meeting and described in the proxy statement relating to such meeting or the granting of awards under any such plan or any other plan in effect on the date of this prospectus supplement and described as required by the underwriting agreement.

In addition, the underwriters have agreed that the foregoing restrictions on our directors and executive officers will not apply to (a) transfers of shares of common stock (or securities convertible into common stock) (1) as a *bona fide* gift or gifts, (2) to any trust for the direct or indirect benefit of the undersigned or the immediate family of the undersigned, (3) by operation of law, such as rules of intestate succession or statutes governing the effects of a merger, pursuant to the exercise of any stock option or other award that would otherwise expire during the restricted period granted pursuant to any Company program, including but not limited to, any form of cashless exercise generally available for such grants, *provided* that the net resulting shares from such stock option exercise are not transferred during the restricted period; or (5) pursuant to the use of any common stock or stock options as collateral for a loan, *provided* that the holder of such collateral executes this agreement or an agreement in substantially similar form, (b) the establishment of, or sales of common stock pursuant to, a trading plan that complies with the requirements of Rule 10b5-1 under the Exchange Act and (c) forfeitures, cancellations or surrenders of shares of common stock to the Company pursuant to any Company program, including under clawback provisions or upon termination of employments. In the case of clause (a) above, no filing by any party under the Exchange Act shall be made voluntarily in connection with such transfer.

The underwriting discount is equal to the public offering price per share of common stock less the amount paid by the underwriters to us per share of common stock. The following table shows the per share and total underwriting discounts to be paid to the underwriters assuming both no exercise and full exercise of the underwriters' option to purchase additional shares.

	Without over-allotment exercise	With full over-allotment exercise
Per Share	\$	\$
Total	\$	\$

We estimate that the total expenses of this offering, including registration, filing and listing fees, printing fees and legal and accounting expenses, but excluding the underwriting discount, will be approximately \$.

In connection with this offering, the underwriters may engage in stabilizing transactions, which involves making bids for, purchasing and selling shares of common stock in the open market for the purpose of preventing or retarding a decline in the market price of the common stock while this offering is in progress. These stabilizing transactions may include making short sales of the common stock, which involves the sale by the underwriters of a greater number of shares of common stock than they are required to purchase in this offering, and purchasing shares of common stock on the open market to cover positions created by short sales. Short sales may be covered shorts, which are short positions in an amount not greater than the underwriters' over-allotment option referred to above, or may be naked shorts, which are short positions in excess of that amount. The underwriters may close out any covered short position either by exercising their over-allotment option, in whole or in part, or by purchasing shares in the open market. In making this determination, the underwriters will consider, among other things, the price of shares available for purchase in the open market compared to the price at which the underwriters may purchase shares through the over-allotment option. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market that could adversely affect investors who purchase in this offering. To the extent that the underwriters create a naked short position, they will purchase shares in the open market to cover the position.

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The underwriters have advised us that, pursuant to Regulation M promulgated under the Exchange Act, they may also engage in other activities that stabilize, maintain or otherwise affect the price of the common stock, including the imposition of penalty bids. This means that if the representatives of the underwriters purchase common stock in the open market in stabilizing transactions or to cover short sales, the representatives can require the underwriters that sold those shares as part of this offering to repay the underwriting discount received by them.

These activities may have the effect of raising or maintaining the market price of the common stock or preventing or retarding a decline in the market price of the common stock, and, as a result, the price of the common stock may be higher than the price that otherwise might exist in the open market. If the underwriters commence these activities, they may discontinue them at any time. The underwriters may carry out these transactions on the New York Stock Exchange, in the over-the-counter market or otherwise.

A prospectus in electronic format may be made available on the web sites maintained by one or more underwriters, or selling group members, if any, participating in the offering. The underwriters may agree to allocate a number of shares to underwriters and selling group members for sale to their online brokerage account holders. Internet distributions will be allocated by the representatives to underwriters and selling group members that may make Internet distributions on the same basis as other allocations.

Certain of the underwriters and their affiliates have provided in the past to us and our affiliates and may provide from time to time in the future certain commercial banking, financial advisory, investment banking and other services for us and our affiliates in the ordinary course of their business, for which they have received and may continue to receive customary fees and commissions. In particular, an affiliate of each of Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated is a lender under our revolving credit facilities, including our 364-Day Facility. Some or all of the net proceeds of this offering of common stock and of the concurrent offering of Convertible Notes in the Convertible Notes Offering will be used to pay outstanding indebtedness under the 364-Day Facility. Certain of the underwriters or their affiliates also are service dealers under our commercial paper program and/or investment managers with respect to assets held in the master trust fund for one or more pension plans maintained by us.

As described above and in Use of Proceeds, we intend to use the net proceeds to repay indebtedness outstanding under our 364-Day Facility. If the net proceeds are used in this manner, more than 10% of the net proceeds of this offering, not including underwriting compensation, will be received by the members or affiliates of members of the Financial Industry Regulatory Authority, or FINRA, participating in this offering. Consequently, this offering is being conducted in compliance with FINRA Rule 5110(h) (formerly NASD Conduct Rule 2710(h)). Pursuant to that rule, the appointment of a qualified independent underwriter is not necessary in connection with this offering, as the offering is of a class of equity securities for which a bona fide independent market, as defined by FINRA, exists.

In addition, from time to time, certain of the underwriters and their affiliates may effect transactions for their own account or the account of customers, and hold on behalf of themselves or their customers, long or short positions in our debt or equity securities or loans, and may do so in the future.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the underwriters may be required to make because of any of those liabilities.

Each of the underwriters has represented and agreed that it has not and will not offer, sell or deliver any of the securities offered hereby directly or indirectly, or distribute this prospectus supplement or the accompanying prospectus or any other offering material relating to the securities offered hereby, in or from any jurisdiction except under circumstances that will result in compliance with the applicable laws and regulations thereof and that will not impose any obligations on Alcoa except as set forth in the underwriting agreement.

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In particular, each underwriter has represented and agreed that:

Other than in the United States, no action has been taken by us or the underwriters that would permit a public offering of the securities offered by this prospectus in any jurisdiction where action for that purpose is required. The securities offered by this prospectus may not be offered or sold, directly or indirectly, nor may this prospectus or any other offering material or advertisements in connection with the offer and sale of any such securities be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities offered by this prospectus in any jurisdiction in which such an offer or a solicitation is unlawful.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date), it has not made and will not make an offer of securities described in this prospectus supplement to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of securities described in this prospectus supplement to the public in that Relevant Member State at any time:

(a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;

(b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts; or

(c) in any other circumstances which do not require the publication by the company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of securities to the public in relation to any securities described in this prospectus supplement in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the securities described in this prospectus supplement to be offered so as to enable an investor to decide to purchase or subscribe for the securities described in this prospectus supplement, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

With respect to sales to residents in the United Kingdom, it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of notes in circumstances in which Section 21(1) of such Act does not apply to us and it has complied and will comply with all applicable provisions of such Act with respect to anything done by it in relation to any notes in, from or otherwise involving the United Kingdom.

Notice to Prospective Investors in Hong Kong

The shares may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance

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(Cap. 32, Laws of Hong Kong) and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Notice to Prospective Investors in Japan

The shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and each underwriter has agreed that it will not offer or sell any shares, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Notice to Prospective Investors in Singapore

This prospectus supplement has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA, in each case subject to compliance with conditions set forth in the SFA.

Where the shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the shares pursuant to an offer made under Section 275 of the SFA except:
 - (i) to an institutional investor (for corporations, under Section 274 of the SFA) or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions specified in Section 275 of the SFA;
 - (ii) where no consideration is or will be given for the transfer; or
 - (iii) where the transfer is by operation of law.

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LEGAL MATTERS

The validity of the shares of common stock offered by this prospectus supplement will be passed upon for Alcoa by Thomas F. Seligson, Esq., Counsel to Alcoa. Mr. Seligson is paid a salary by Alcoa, is a participant in various employee benefit plans offered to Alcoa employees, and beneficially owns, or has rights to acquire, an aggregate of less than one percent of the shares of Alcoa common stock.

Certain matters relating to this offering will be passed upon for Alcoa by K&L Gates LLP, New York, New York. The underwriters have been represented in connection with this offering by Cravath, Swaine & Moore LLP, New York, New York. From time to time, Cravath, Swaine & Moore LLP provides legal services to Alcoa and its subsidiaries.

EXPERTS

The consolidated financial statements, as of December 31, 2008 and 2007 and for each of the three years in the period ended December 31, 2008, the related financial statement schedule and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) as of December 31, 2008, incorporated in this prospectus by reference to the Annual Report on Form 10-K of Alcoa Inc. for the year ended December 31, 2008 have been so incorporated in reliance on the reports of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

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PROSPECTUS

Alcoa Inc.

Debt Securities

Class B Serial Preferred Stock

Common Stock

Warrants

Stock Purchase Contracts

Stock Purchase Units

Alcoa Trust I

Trust Preferred Securities Fully and Unconditionally Guaranteed by Alcoa Inc.

Alcoa Inc. may offer from time to time, in one or more offerings:

senior debt securities;

subordinated debt securities;

Class B serial preferred stock;

common stock;

warrants to purchase debt securities, Class B serial preferred stock or common stock;

stock purchase contracts; or

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stock purchase units.

Alcoa Inc.'s common stock is listed on the New York Stock Exchange under the symbol AA.

Alcoa Trust I may offer from time to time trust preferred securities, fully and unconditionally guaranteed on a subordinated basis by Alcoa Inc.

We will provide the specific terms of any securities we offer in one or more supplements to this prospectus. The securities may be offered separately or together in any combination and as separate series. You should read this prospectus and any applicable prospectus supplement carefully before you invest.

The mailing address of the principal executive offices of Alcoa Inc. is 390 Park Avenue, New York, New York 10022-4608, and the telephone number is 212-836-2600. The mailing address of the principal executive offices of Alcoa Trust I is 201 Isabella Street, Pittsburgh, Pennsylvania 15212-5858, and the telephone number is 412-553-4545.

We urge you to read carefully the information included or incorporated by reference in this prospectus and any applicable prospectus supplement for a discussion of factors you should consider before deciding to invest in any securities offered by this prospectus. See Risk Factors on page 6 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus may not be used to sell securities unless accompanied by a prospectus supplement that contains a description of those securities.

The date of this Prospectus is March 10, 2008.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that Alcoa and the Alcoa Trust have filed with the Securities and Exchange Commission (the SEC), using an automatic shelf registration process. By using a shelf registration statement, we may sell, from time to time, in one or more offerings, any combination of the securities described in this prospectus. This prospectus does not contain all of the information in that registration statement. For further information about Alcoa's business, the Alcoa Trust and the securities that may be offered under this prospectus, you should refer to the registration statement and its exhibits. The exhibits to the registration statement contain the full text of certain contracts and other important documents that we have summarized in this prospectus. Since these summaries may not contain all the information that you may find important in deciding whether to purchase the securities we may offer, you should review the full text of these contracts and documents. These summaries are qualified in all respects by reference to all of the provisions contained in the applicable contract or document. The registration statement and its exhibits can be obtained from the SEC as indicated under the heading "Where You Can Find More Information."

This prospectus only provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that contains specific information about the terms of those securities. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and any applicable prospectus supplement together with the additional information described below under the heading "Where You Can Find More Information."

You should rely only on the information contained or incorporated by reference in this prospectus and any applicable prospectus supplement. We have not authorized anyone to provide you with different information. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information in this prospectus, any prospectus supplement or any document incorporated herein by reference is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date.

Unless otherwise stated or the context otherwise requires, references in this prospectus to Alcoa, the company, we, us and our are to Alcoa Inc. and its consolidated subsidiaries, and references in this prospectus to the Alcoa Trust are to Alcoa Trust I.

WHERE YOU CAN FIND MORE INFORMATION

Alcoa files annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public from the SEC's web site at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at the SEC's public reference room in Washington, D.C. located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our common stock is listed and traded on the New York Stock Exchange (the NYSE). You may also inspect the information we file with the SEC at the NYSE's offices at 20 Broad Street, New York, New York 10005. Information about us, including our SEC filings, is also available at our Internet web site at <http://www.alcoa.com>. However, the information on our Internet web site is not a part of this prospectus or any prospectus supplement.

The SEC allows us to incorporate by reference in this prospectus the information in other documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and certain information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus. We incorporate by reference in

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this prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), before the termination of the offering under this prospectus, except as noted in the paragraph below:

Annual Report on Form 10-K for the year ended December 31, 2007; and

Current Reports on Form 8-K filed on January 18, 2008, January 28, 2008 and March 3, 2008.

We are not incorporating by reference, in any case, any documents or information deemed to have been furnished and not filed in accordance with SEC rules, including any information submitted under Item 2.02, Results of Operations and Financial Condition, or Item 7.01, Regulation FD Disclosure, of Form 8-K.

You may obtain a copy of any or all of the documents referred to above which have been or will be incorporated by reference into this prospectus (including exhibits specifically incorporated by reference in those documents), as well as a copy of the registration statement of which this prospectus is a part and its exhibits, at no cost to you by writing or telephoning us at the following address:

Alcoa Inc.

390 Park Avenue

New York, New York 10022-4608

Attention: Investor Relations

Telephone: (212) 836-2674

You also may receive a copy of the registration statement of which this prospectus is a part and its exhibits at the SEC's Public Reference Room in Washington, D.C., as well as through the SEC's web site at <http://www.sec.gov>.

No separate financial statements of the Alcoa Trust have been included or incorporated by reference in this prospectus. Neither the Alcoa Trust nor Alcoa considers financial statements of the Alcoa Trust to be material to investors in the securities offered under this prospectus because:

all of the voting securities of the Alcoa Trust will be owned, directly or indirectly, by Alcoa, a reporting company under the Exchange Act;

the Alcoa Trust has no independent operations and exists solely for the purposes of (i) issuing and selling trust preferred securities and investing the proceeds in a specific series of subordinated debt securities issued by Alcoa; (ii) issuing to Alcoa trust common securities representing undivided beneficial interests in the assets of the Alcoa Trust and investing the proceeds in additional subordinated debt securities issued by Alcoa; and (iii) engaging in other activities that are necessary, convenient or incidental to the foregoing; and

the obligations of the Alcoa Trust under any trust preferred securities issued by it will be fully and unconditionally guaranteed on a subordinated basis by Alcoa to the extent described in this prospectus or any applicable prospectus supplement.

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ALCOA INC.

Formed in 1888, Alcoa is a Pennsylvania corporation with its principal office at 390 Park Avenue, New York, New York 10022-4608 (telephone number (212) 836-2600).

Alcoa is the world leader in the production and management of primary aluminum, fabricated aluminum and alumina combined, through its active and growing participation in all major aspects of the industry: technology, mining, refining, smelting, fabricating and recycling. Aluminum is a commodity that is traded on the London Metal Exchange (LME) and priced daily based on market supply and demand. Aluminum and alumina represent approximately three-fourths of Alcoa's revenues, and the price of aluminum influences the operating results of Alcoa. Non-aluminum products include precision castings, industrial fasteners and electrical distribution systems for cars and trucks. Alcoa's products are used worldwide in aircraft, automobiles, commercial transportation, packaging, consumer products, building and construction, and industrial applications.

ALCOA TRUST I

The Alcoa Trust is a statutory business trust formed in 1998 under Delaware law pursuant to:

a Declaration of Trust (the Declaration) executed by Alcoa, as sponsor for the Alcoa Trust, and the trustees of the Alcoa Trust; and

the filing of a certificate of trust with the Secretary of State of the State of Delaware.

The Alcoa Trust exists for the sole purposes of:

issuing and selling trust preferred securities and investing the proceeds in a specific series of subordinated debt securities issued by Alcoa;

issuing to Alcoa trust common securities representing undivided beneficial interests in the assets of the Alcoa Trust and investing the proceeds in additional subordinated debt securities issued by Alcoa; and

engaging in other activities that are necessary, convenient or incidental to the foregoing.

The Alcoa Trust will not borrow money, issue debt or reinvest proceeds derived from investments, pledge any of its assets, or otherwise undertake, or permit to be undertaken, any activity that would cause the Alcoa Trust not to be classified for U.S. Federal income tax purposes as a grantor trust. Alcoa will own all of the trust common securities issued by the Alcoa Trust, if any. The trust common securities will rank *pari passu*, and payments will be made thereon pro rata, with any trust preferred securities issued by the Alcoa Trust, except that upon the occurrence and continuance of an event of default under the Declaration, the rights of the holders of the trust common securities to payment in respect of distributions and payments upon liquidation, redemption and otherwise will be subordinated to the rights of the holders of any trust preferred securities issued by the Alcoa Trust. In connection with the issuance of trust preferred securities by the Alcoa Trust, Alcoa will acquire trust common securities having an aggregate liquidation amount equal to a minimum of 3% of the total capital of the Alcoa Trust. The Alcoa Trust has a term of 40 years but may terminate earlier as provided in the Declaration.

The Alcoa Trust's business and affairs will be conducted by the trustees. Alcoa, as the holder of the trust common securities, will be entitled to appoint, remove or replace any of, or increase or reduce the number of, the trustees of the Alcoa Trust. The duties and obligations of the trustees will be governed by the Declaration. At least one of the trustees of the Alcoa Trust will be a person who is an employee or officer of or who is affiliated with Alcoa (a Regular Trustee). One trustee of the Alcoa Trust will be a financial institution that is not affiliated with Alcoa, which will act as property trustee and as indenture trustee for the purposes of the Trust Indenture Act of 1939, as amended (the Trust Indenture Act), pursuant to the terms set forth in an applicable prospectus supplement (the Property Trustee). In addition, unless the Property Trustee maintains a principal

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place of business in the State of Delaware and otherwise meets the requirements of applicable law, one trustee of the Alcoa Trust will be a legal entity having a principal place of business in, or an individual resident of, the State of Delaware (the Delaware Trustee).

Alcoa will pay all fees and expenses related to the Alcoa Trust and any offering of trust preferred securities under this prospectus. Unless otherwise set forth in a prospectus supplement relating to an offering of trust preferred securities, the Property Trustee will be The Bank of New York Trust Company, N.A., and the Delaware Trustee will be BNYM (Delaware) (formerly known as The Bank of New York (Delaware)), as successor trustee to Chase Bank USA National Association (formerly known as Chase Manhattan Bank Delaware). The office of the Delaware Trustee in the State of Delaware is 100 White Clay Center, Route 273, Newark, Delaware 19711. The principal place of business of the Alcoa Trust is c/o Alcoa Inc., 201 Isabella Street, Pittsburgh, Pennsylvania 15212-5858 (telephone: (412) 553-4545).

RISK FACTORS

Investing in our securities involves risks. Before deciding to purchase any of our securities, you should carefully consider the discussion of risks and uncertainties under the heading Risk Factors contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, which is incorporated by reference in this prospectus, and under similar headings in our subsequently filed quarterly reports on Form 10-Q and annual reports on Form 10-K, as well as the other risks and uncertainties described in any applicable prospectus supplement and in the other documents incorporated by reference in this prospectus. See the section entitled Where You Can Find More Information in this prospectus. The risks and uncertainties we discuss in the documents incorporated by reference in this prospectus are those we currently believe may materially affect our company. Additional risks and uncertainties not presently known to us or that we currently believe are immaterial also may materially and adversely affect our business, financial condition and results of operations.

FORWARD-LOOKING STATEMENTS

This prospectus, information incorporated by reference in this prospectus, and any applicable prospectus supplement may contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements relate to future events and expectations and can be identified by the use of predictive, future-tense or forward-looking terminology, such as anticipates, believes, estimates, expects, forecasts, intends, may, outlook, projects, should, will, will likely result, or other similar expressions. All statements that reflect Alcoa's expectations, assumptions or projections about the future other than statements of historical fact are forward-looking statements, including, without limitation, forecasts concerning aluminum industry growth or other trend projections, anticipated financial results or operating performance, and statements regarding Alcoa's strategies, objectives, goals, targets, outlook, and business and financial prospects. Forward-looking statements are subject to a number of risks, uncertainties and other factors and are not guarantees of future performance. Actual results, performance or outcomes may differ materially from those expressed in or implied by those forward-looking statements. Accordingly, you should not place undue reliance on such forward-looking statements. We undertake no obligation to update publicly any forward-looking statements, whether in response to new information, future events or otherwise, except as required by applicable law.

For information on some of the factors that could cause actual results to differ materially from those in forward-looking statements, see the section entitled Risk Factors in this prospectus.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth the ratio of Alcoa's earnings to fixed charges for the periods indicated:

	Year Ended December 31,				
2007	2006	2005	2004	2003	
7.5x	6.8x	5.4x	7.1x	5.2x	

The ratios include all earnings from continuing operations and fixed charges of Alcoa. Earnings have been calculated by adding to income from continuing operations the following: minority interests; the provision for taxes on income; amortization of capitalized interest; interest expense, amortization of debt expense and an amount representative of the interest factor in rentals; and the distributed income of less than 50% owned entities; and have been decreased by the following: equity income of entities less than 50% owned; and the minority interests' share in the pretax income of majority-owned subsidiaries of Alcoa without fixed charges. Fixed charges consist of interest expense, amortization of debt expense, an amount representative of the interest factor in rentals, capitalized interest and preferred stock dividend requirements of majority-owned subsidiaries.

A ratio of combined fixed charges and preference dividends to earnings is not presented as the results do not differ materially from the ratio of earnings to fixed charges presented above.

USE OF PROCEEDS

Unless otherwise specified in an applicable prospectus supplement, Alcoa will use the net proceeds from the sale of the securities offered by it under this prospectus for general corporate purposes, which may include repayment of borrowings (including borrowings under Alcoa's commercial paper program), satisfaction of working capital requirements, capital expenditures, purchases under stock repurchase programs and funding of acquisitions. Unless otherwise specified in an applicable prospectus supplement, the Alcoa Trust will use the net proceeds from the sale of trust preferred securities offered by it under this prospectus to purchase subordinated debt securities of Alcoa. Net proceeds may be temporarily invested prior to use.

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DESCRIPTION OF SENIOR DEBT SECURITIES

The following description sets forth certain general terms and provisions of the senior debt securities that Alcoa may offer from time to time in the future under this prospectus. The particular terms of any senior debt securities and the extent, if any, to which the following general provisions may apply to any series of senior debt securities will be described in a prospectus supplement relating to the issuance of those senior debt securities.

Senior debt securities may be issued, from time to time, in one or more series under the Indenture, dated as of September 30, 1993, between Alcoa and The Bank of New York Trust Company, N.A., as trustee, as successor to J.P. Morgan Trust Company, National Association (formerly known as Chase Manhattan Trust Company, N.A.), as supplemented by the First Supplemental Indenture, dated as of January 25, 2007, between Alcoa and The Bank of New York Trust Company, N.A., as trustee (together, the senior indenture). The senior indenture is incorporated by reference as an exhibit to the registration statement of which this prospectus is a part. You may also obtain a copy of the senior indenture from us without charge by the means described under [Where You Can Find More Information](#). References in this prospectus to the trustee for the senior debt securities mean The Bank of New York Trust Company, N.A.

The following summary of certain provisions of the senior indenture and the senior debt securities that may be offered under this prospectus is not meant to be complete. For more information, you should refer to the full text of the senior indenture and the senior debt securities, including the definitions of terms used and not defined in this prospectus.

General

The senior indenture does not limit the aggregate principal amount of senior debt securities that Alcoa may issue, whether under the senior indenture or any existing indenture or other indenture that Alcoa may enter into in the future or otherwise. Unless otherwise specified in a prospectus supplement relating to an offering of senior debt securities, the senior debt securities offered under this prospectus:

will be unsecured obligations of Alcoa;

may be issued under the senior indenture from time to time in one or more series up to the aggregate amount from time to time authorized by Alcoa for each series; and

will rank on a parity with all other unsecured and unsubordinated indebtedness of Alcoa.

A prospectus supplement will describe the following terms of any series of senior debt securities that Alcoa may offer:

the specific designation, aggregate principal amount being offered and purchase price;