Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ **Complete all entries in accordance with the instructions to the Form 5500.**	**2011** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [X] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ALCOA RETIREMENT SAVINGS PLAN FOR MILL PRODUCTS EMPLOYEES

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2011

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

ALUMAX MILL PRODUCTS, INC.

ALCOA INC.

201 ISABELLA STREET
PITTSBURGH, PA 15212-5858

5699 N. RIVER ROAD
SUITE 620
ROSEMONT, IL 60018

2b Employer Identification Number (EIN) 13-2605835

2c Sponsor's telephone number 412-553-4545

2d Business code (see instructions) 331310

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/21/2012	JOHN KENNA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
ALUMAX MILL PRODUCTS, INC.
ALCOA INC.
201 ISABELLA STREET
PITTSBURGH, PA 15212-5858

3b Administrator's EIN
13-2605835

3c Administrator's telephone number
412-553-4545

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	987
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	932
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	123
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1055
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	1057
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	976
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2F 2G 2J 2K 3H 2O 2R 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)
- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)
- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules
- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules
- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE D (Form 5500)	DFE/Participating Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ALCOA RETIREMENT SAVINGS PLAN FOR MILL PRODUCTS EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ALUMAX MILL PRODUCTS, INC.

D Employer Identification Number (EIN)
13-2605835

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: ALCOA INC SAVINGS PLAN MTIA

b Name of sponsor of entity listed in (a): ALCOA INC

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-0317820-003	M	65438713

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

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a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

a Plan name

b Name of plan sponsor | **c** EIN-PN

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ALCOA RETIREMENT SAVINGS PLAN FOR MILL PRODUCTS EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ALUMAX MILL PRODUCTS, INC.

D Employer Identification Number (EIN)
13-2605835

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		1494008
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		65438713
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		1716515

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	0	68649236
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	0	68649236

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2045938	
(B) Participants	2a(1)(B)	4206423	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6252361
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-3072116
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		-246634
d Total income. Add all **income** amounts in column (b) and enter total	2d		2933611

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3857046	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		3857046
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3857046

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		-923435
l Transfers of assets:			
(1) To this plan	2l(1)		69572671
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS LLP **(2)** EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

			Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		25000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
ALCOA RETIREMENT SAVINGS PLAN FOR MILL PRODUCTS EMPLOYEES

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ALUMAX MILL PRODUCTS, INC.

D Employer Identification Number (EIN)
13-2605835

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 25-1926620 _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information

(If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs

(see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☒ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☒ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☒ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☒ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Employees' Retirement Savings Plans of Alcoa Inc. and Subsidiary Companies

Financial Statements and Supplemental Schedules
December 31, 2011 and 2010

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Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees (formerly the Alcoa Savings Plan for Subsidiary and Affiliate Employees),
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Report of Independent Auditors

To the Participants and Administrator of
Alcoa Retirement Savings Plan for Bargaining Employees (formerly the Alcoa Savings Plan for Bargaining Employees),
Alcoa Retirement Savings Plan for Salaried Employees (formerly the Alcoa Savings Plan for Non-Bargaining Employees),
Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees (formerly the Alcoa Savings Plan for Subsidiary and Affiliate Employees),
Alcoa Retirement Savings Plan for Mill Products Employees, and
Alcoa Retirement Savings Plan for Fastener Systems and Commercial Windows Employees

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Alcoa Retirement Savings Plan for Bargaining Employees (formerly the Alcoa Savings Plan for Bargaining Employees), Alcoa Retirement Savings Plan for Salaried Employees (formerly the Alcoa Savings Plan for Non-Bargaining Employees), Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees (formerly the Alcoa Savings Plan for Subsidiary and Affiliate Employees), Alcoa Retirement Savings Plan for Mill Products Employees and Alcoa Retirement Savings Plan for Fastener Systems and Commercial Windows Employees (the "Plans") at December 31, 2011, the changes in net assets available for benefits for the year ended December 31, 2011, and the net assets available for benefits of the Alcoa Retirement Savings Plan for Bargaining Employees (formerly the Alcoa Savings Plan for Bargaining Employees), Alcoa Retirement Savings Plan for Salaried Employees (formerly the Alcoa Savings Plan for Non-Bargaining Employees),and the Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees (formerly the Alcoa Savings Plan for Subsidiary and Affiliate Employees) at December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets (held at end of year) of the Alcoa Retirement Savings Plan for Bargaining Employees (formerly the Alcoa Savings Plan for Bargaining Employees), Alcoa Retirement Savings Plan for Salaried Employees (formerly the Alcoa Savings Plan for Non-Bargaining Employees), Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees (formerly the Alcoa Savings Plan for Subsidiary and Affiliate Employees), Alcoa Retirement Savings Plan for Mill Products Employees and Alcoa Retirement Savings Plan for Fastener Systems and Commercial Windows Employees are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

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These supplemental schedules are the responsibility of the Plan's management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental schedules are fairly stated in all material respects in relation to the financial statements taken as a whole.

As described in Note 1 and Note 7, effective January 1, 2011, the Alcoa Retirement Savings Plan for Fastener Systems and Commercial Windows Employees and the Alcoa Retirement Savings Plan for Mill Products Employees were established. Additionally, the Alcoa Savings Plan for Bargaining Employees was renamed the Alcoa Retirement Savings Plan for Bargaining Employees, the Alcoa Savings Plan for Non-Bargaining Employees was renamed the Alcoa Retirement Savings Plan for Salaried Employees, and the Alcoa Savings Plan for Subsidiary and Affiliate Employees was renamed the Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees. Effective January 1, 2011, participants of the Alcoa Commercial Windows LLC 401(k) Plan became eligible to participate in the Fastener Systems Plan. As a result of these changes, balances were transferred or merged into the respective Plans.

PricewaterhouseCoopers LLP

Pittsburgh, Pennslyania
June 27, 2012

Employees' Retirement Savings Plans of Alcoa Inc. and Subsidiary Companies
Statement of Individual Plan Net Assets Available for Benefits
December 31, 2011

	Bargaining Plan [a]	Salaried Plan [b]	Hourly Non-Bargaining Plan [c]	Mill Products Plan	FS and CW Plan
Assets					
Plan's value of interest in Alcoa Savings Plan Master Trust					
Alcoa Stock Fund (at fair value)	$ 108,185,856	$ 177,886,413	$ 19,949,610	$ 4,887,502	$ 23,142,646
Investment contracts (at fair value)	213,639,116	473,062,750	61,691,851	15,807,247	65,922,437
Other investments (at fair value)	341,812,047	1,007,958,656	113,469,132	45,382,078	114,057,575
Total value of interest in Alcoa Savings Plan Master Trust (at fair value)	663,637,019	1,658,907,819	195,110,593	66,076,827	203,122,658
Adjustment from fair value to contract value for investment contracts (Note 5)	(8,624,278)	(19,096,805)	(2,490,404)	(638,114)	(2,661,185)
Total value of interest in Alcoa Savings Plan Master Trust	655,012,741	1,639,811,014	192,620,189	65,438,713	200,461,473
Other investments (at fair value)	19,547,610	70,146,247	2,666,982	1,716,515	2,464,340
Notes receivable from participants	25,114,829	17,465,595	8,785,185	1,494,008	9,466,267
Net assets available for benefits	$ 699,675,180	$ 1,727,422,856	$ 204,072,356	$ 68,649,236	$ 212,392,080

(a) Alcoa Retirement Savings Plan for Bargaining Employees (formerly the Alcoa Savings Plan for Bargaining Employees)
(b) Alcoa Retirement Savings Plan for Salaried Employees (formerly the Alcoa Savings Plan for Non-Bargaining Employees)
(c) Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees (formerly the Alcoa Savings Plan for Subsidiary and Affiliate Employees)

The accompanying notes are an integral part of these financial statements.

Employees' Retirement Savings Plans of Alcoa Inc. and Subsidiary Companies

Statement of Individual Plan Net Assets Available for Benefits

December 31, 2010

	Alcoa Bargaining Plan	Alcoa Non-Bargaining Plan	Alcoa Subsidiary and Affiliate Plan
Assets			
Plan's value of interest in Alcoa Savings Plan Master Trust			
Alcoa Stock Fund (at fair value)	$ 179,632,272	$ 266,512,056	$ 89,604,771
Investment contracts (at fair value)	209,848,798	437,667,647	185,210,912
Other investments (at fair value)	358,110,815	970,167,605	391,506,264
Total value of interest in Alcoa Savings Plan Master Trust (at fair value)	747,591,885	1,674,347,308	666,321,947
Adjustment from fair value to contract value for investment contracts (Note 5)	(6,771,229)	(14,122,299)	(5,976,234)
Total value of interest in Alcoa Savings Plan Master Trust	740,820,656	1,660,225,009	660,345,713
Other investments (at fair value)	20,124,433	72,897,623	11,556,564
Notes receivable from participants	24,796,893	16,116,235	20,300,631
Receivable from the B&C Research Defined Contribution Plan	-	-	2,187,400
Net assets available for benefits	$ 785,741,982	$ 1,749,238,867	$ 694,390,308

The accompanying notes are an integral part of these financial statements.

Employees' Retirement Savings Plans of Alcoa Inc. and Subsidiary Companies
Statement of Changes in Individual Plan Net Assets Available for Benefits
Year Ended December 31, 2011

	Bargaining Plan [a]	Salaried Plan [b]	Hourly Non-Bargaining Plan [c]	Mill Products Plan	FS and CW Plan
Additions					
Contributions					
Alcoa Stock Fund					
Participant	$ 6,536,967	$ 4,659,811	$ 922,292	$ 278,123	$ 1,618,964
Employer	15,433,849	28,902,014	7,917,873	1,970,606	4,319,792
Other investments					
Participant	37,077,957	40,141,740	10,964,645	3,928,300	13,298,159
Employer	60,604	3,618,576	418,663	75,332	1,806,598
Total additions	59,109,377	77,322,141	20,223,473	6,252,361	21,043,513
Deductions					
Benefit payments to participants	(68,135,832)	(179,847,048)	(18,794,270)	(3,857,046)	(15,168,088)
Plan interest in Alcoa Savings Plan Master Trust investment income (loss)					
Alcoa Stock Fund	(72,907,089)	(118,755,773)	(12,946,885)	(3,042,503)	(14,498,016)
Other investments	(142,663)	(2,268,334)	599,960	(29,613)	1,240,878
Total Plan interest in Alcoa Savings Plan Master Trust investment loss	(73,049,752)	(121,024,107)	(12,346,925)	(3,072,116)	(13,257,138)
Other investment loss	(1,942,568)	(5,077,619)	(38,957)	(246,634)	(273,450)
Net decrease prior to Plan transfers	(84,018,775)	(228,626,633)	(10,956,679)	(923,435)	(7,655,163)
Plan transfers					
Transfers between plans, net (Note 7)	(2,048,027)	206,810,622	(479,361,273)	69,572,671	205,026,007
Transfer from Alcoa Commercial Windows LLC 401(k) Plan	-	-	-	-	15,021,236
Net increase (decrease)	(86,066,802)	(21,816,011)	(490,317,952)	68,649,236	212,392,080
Net assets available for benefits					
Beginning of year	785,741,982	1,749,238,867	694,390,308	-	-
End of year	$ 699,675,180	$ 1,727,422,856	$ 204,072,356	$ 68,649,236	$ 212,392,080

(a) Alcoa Retirement Savings Plan for Bargaining Employees (formerly the Alcoa Savings Plan for Bargaining Employees)
(b) Alcoa Retirement Savings Plan for Salaried Employees (formerly the Alcoa Savings Plan for Non-Bargaining Employees)
(c) Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees (formerly the Alcoa Savings Plan for Subsidiary and Affiliate Employees)

The accompanying notes are an integral part of these financial statements.

1. Description of Plans

General

The Alcoa Retirement Savings Plan for Bargaining Employees ("Bargaining Plan"), Alcoa Retirement Savings Plan for Salaried Employees ("Salaried Plan"), Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees ("Hourly Non-Bargaining Plan"), Alcoa Retirement Savings Plan for Mill Products Employees ("Mill Products Plan") and Alcoa Retirement Savings Plan for Fastener Systems and Commercial Windows Employees ("FS and CW Plan") (collectively, the "Plans") are defined contribution savings plans maintained pursuant to a master trust agreement (the "Master Trust") between Alcoa Inc. ("Alcoa" or the "Company") and the trustee, The Bank of New York Mellon ("Trustee"). In general, the Plans provide various investment options for amounts withheld from employees' salaries and for company contributions. Plan documents are available to participants upon request.

Reference should be made to the basic prospectus and to the summary plan description of each Plan for a summary of the important features of each Plan, including eligibility, vesting, employee and company contributions, loans, withdrawals and compliance with the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 1, 2011 subsidiaries of the Company adopted two new plans, the Mill Products Plan and the FS and CW Plan to accommodate business needs regarding matching contributions levels that differed from the existing plan structures. Additionally, the Alcoa Savings Plan for Bargaining Employees was renamed the Alcoa Retirement Savings Plan for Bargaining Employees, the Alcoa Savings Plan for Non-Bargaining Employees was renamed the Alcoa Retirement Savings Plan for Salaried Employees, and the Alcoa Savings Plan for Subsidiary and Affiliate Employees was renamed the Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees. Refer to Note 7 for additional information.

Eligibility and Vesting

The Plans are available to eligible employees of the Company and certain subsidiary locations that have adopted the Plans. The Bargaining Plan is only available to hourly employees of the Company covered by collective bargaining agreements that provide this benefit. Employees are immediately eligible for plan participation. Participants are fully vested in the value of their contributions plus actual earnings thereon at all times. Effective January 1, 2011, a participant is immediately vested in company contributions, including all company contributions made prior to January 1, 2011. Prior to January 1, 2011, a participant was 100% vested in Company contributions after three years of employment.

Employee Contributions

Effective January 1, 2011, eligible employees may elect to contribute to the Plans up to 25% of eligible compensation as pre-tax, not to exceed the IRS limit, or up to 10% as after-tax, with a maximum of 25% in the aggregate. Contributions from variable pay are not permitted.

Prior to January 1, 2011, eligible employees below a certain job grade pre-established by the Plans may elect to contribute up to 16% of eligible compensation as pre-tax or up to 16% as after-tax contributions to the Plans, with a maximum of 16% in the aggregate. Eligible employees above a certain job grade pre-established by the Plans may elect to contribute up to 6% of eligible compensation as pre-tax or up to 10% as after-tax contributions to the Plans, with a maximum of 10% in the aggregate.

Negotiated deferrals, as defined in the Bargaining Plan document, for certain eligible collective bargained employees will be contributed to their plan accounts as a separate pre-tax contribution.

Eligible employees age 50 or older or who become age 50 during the plan year who meet certain requirements may elect to make additional pre-tax catch-up contributions up to a maximum of $5,000, or such other amount adjusted for cost-of-living increases.

Elections can be changed effective for the first full payroll period following the election. Participants direct their contributions in multiples of 1% into various investment options offered by the Plans.

Eligible employees hired or rehired on or after August 1, 2006 will be automatically enrolled in the Plans after 60 days of hire or rehire and subject to automatic payroll deductions equal to 3% of eligible compensation, which will be contributed to the Plans as pre-tax savings, unless the employee chooses to either enroll sooner or to not participate. After 90 days of plan participation, the pre-tax savings rate will be increased by 1% on each April 1 until the pre-tax savings rate attains a target rate of 6% of eligible compensation. The employee can change the contribution rate, annual rate increase and target contribution rate or stop automatic enrollment at any time.

Employer Contributions

For the Salaried Plan, Hourly Non-Bargaining Plan, Mill Products Plan and FS and CW Plan, participating locations may elect to make a matching employer contribution up to 6% of the participants' eligible compensation. The employer match for contributions to the Bargaining Plan is based upon the various collective bargaining agreements. The Company does not match negotiated deferral contributions.

The employer match for the Plans is contributed into the Alcoa Stock Fund, which is an employee stock ownership plan under the Internal Revenue Code (the "Code") Section 409. Participants are permitted to transfer employer matching contributions from the Alcoa Stock Fund to other investments at any time, regardless of the participants' age or service.

In addition, certain salaried and non-bargaining eligible employees of the Plans hired or rehired after March 1, 2006 and certain bargained employees hired or rehired as of specified dates negotiated with the unions will receive an employer retirement income contribution in the amount of 3% of applicable eligible compensation. These employer contributions are allocated to the participants' accounts in the same percentages as the participants' other investment elections.

Certain eligible employees in the Bargaining Plan hired or rehired as of specified dates negotiated with the unions will receive retiree medical savings contributions to their accounts in an amount equal to $0.40 per hour worked. These employer contributions are contributed in the appropriate targeted maturity fund based on the participant's year of birth but may be transferred by the participant from the default fund to any eligible fund.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the company's contribution and (b) Plan earnings. Allocations of Plan earnings are based on individual participant investment earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable From Participants

Generally, participants may borrow from their individual account balances in the Plans, excluding employer contributions made on or after January 1, 2011, employer retirement income contributions and retiree medical savings contributions. The minimum loan amount permitted by the Plans is $1,000. The maximum allowable loan from the Plans is the lesser of 50% of the participant's account balance or $50,000. Loans are collateralized by a portion of the participant's account balance, and repayments are made by periodic payroll deductions. Interest is charged on all loans at the prime rate plus 1% at the time the loan is executed. Interest rates ranged from 4.25% to 10.50% as of December 31, 2011 and 2010. As of January 1, 2011, for each loan request, a $100 loan processing fee is deducted from the loan amount to cover administrative expenses.

Payment of Benefits

On termination of service due to death, disability or retirement, participants with an account balance greater than $5,000 may elect to leave their investment in the Plans or receive a lump-sum distribution. Participants who leave their investments in the Plans and elect to receive a distribution at a later date are permitted four partial payouts each calendar year, however, each partial payout must be at least $250. Plan provisions require a lump-sum distribution when the participant reaches age 70.

Forfeitures

Effective January 1, 2011, employer contributions vest immediately. Prior to January 1, 2011, employer contributions and the earnings thereon vested after three years of service. Amounts that were not vested upon termination of employment were forfeited and were used to reduce plan expenses or future employer contributions. Unapplied forfeitures at December 31, 2010 were $149,492 for the Salaried Plan, $66,706 for the Bargaining Plan and $59,460 for the Hourly Non-Bargaining Plan.

Risks and Uncertainties

The Plans invest in investment securities. Investment securities, including Alcoa common stock, are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of individual plan net assets available for benefits.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plans to terminate the Plans subject to the provisions of ERISA. In the event of a plan termination, any unallocated assets of the Plans shall be allocated to participant accounts and distributed in such a manner as the Company may determine. Also, the Company has the right under the Plans to discontinue its contributions at any time.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plans are prepared under the accrual method of accounting.

Recently Issued Accounting Guidance
In May 2011, the FASB issued ASU 2011-04 *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS.* ASU 2011-4 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. Plan management does not believe the adoption of this update will have a material impact on the Plans' financial statements.

Use of Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and to disclose contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition
Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits present the fair value of investment contracts as well as the adjustment of the fully benefit responsive investment contracts from fair value to contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Plan interest in Alcoa Savings Plan Master Trust investment gain and other investment gain includes the Plans' unrealized and realized gains and losses on investments.

Payments of Benefits
Benefits are recorded when paid.

Administrative Expenses
The Fixed Income Fund and the Alcoa Stock Fund investment management fees are paid by the Plan from assets of their respective funds. The investment management fees for the Fixed Income Fund are based upon a percentage of the fund's net assets. For the Alcoa Stock Fund, the investment fees are based upon the number of stock transactions within the fund during the year.

Most funds in the Plans are registered investment companies. Registered investment companies incur expenses that reduce the earnings in the fund and are reflected in the daily net asset value ("NAV"). Expenses charged by registered investment companies include asset management and administrative fees.

The funds offered by BlackRock Institutional Trust Company, N.A., and the Trustee incur expenses that reduce earnings in the fund and are reflected in the NAV. These funds are not available to individual investors and are not publicly traded. Expenses charged by these funds include asset management and administrative fees.

Effective January 1, 2011, participants in the all funds (excluding those included in the self-directed brokerage account) are subject to an administrative expense fee, which is used to pay the expenses of the Plan such as trustee, recordkeeping, audit, consulting, and other administrative expenses. This fee is charged on a daily basis and is reflected in the price at which participants transact. Also effective January 1, 2011, for each loan request, a $100 loan processing fee is deducted from the loan amount to cover administrative expenses.

The fees described above are included within Master Trust investment income.

3. Investments

The Plans offer a variety of investment options which are held in safekeeping in a Master Trust under a trust arrangement by the Trustee. Each participating Plan has a divided interest in the Master Trust based on individual participant investment elections. At December 31, Master Trust net assets were comprised of the following:

	2011	2010
Master Trust investments		
At fair value		
Alcoa Stock Fund* (includes 13,821,717 and 15,389,306 of investments in a common collective trust, respectively)	$ 334,052,027	$ 535,749,099
Shares of Registered Investment Companies		
Vanguard Institutional Index Plus Fund* (Large Cap)	293,021,765	305,568,428
Vanguard Total Bond Market Index Fund*	257,033,611	233,342,761
New Perspective Fund* (Global Equity)	207,446,178	230,332,490
American Balanced Fund*	149,655,830	145,879,189
Investment Company of America Fund* (Large Cap)	146,502,772	170,216,783
Vanguard Extended Market Index (Mid Cap)	128,451,039	133,871,650
AMCAP Fund (Large Cap)	86,735,584	94,382,195
MSDW Emerging Markets	76,170,394	133,176,584
Investment contracts		
JP Morgan Chase*	281,323,067	282,150,925
State Street Bank & Trust Company*	207,265,779	207,829,012
Natixis*	207,223,208	207,788,086
Rabobank Nederland	134,311,347	134,959,334
Other Investments		
BlackRock Target Maturity Funds	118,981,013	102,071,789
Small Cap Core Fund	64,465,109	61,104,229
Newton International Equities	50,427,316	66,489,758
Other	43,788,877	43,348,828
Total value of interest in Alcoa Savings Plan Master Trust (at fair value)	2,786,854,916	3,088,261,140
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(33,510,786)	(26,869,762)
Total value of interest in Alcoa Savings Plan Master Trust	$ 2,753,344,130	$ 3,061,391,378

* Represents 5 percent or more of Master Trust net assets at either December 31, 2011 or 2010.

The following table lists the ownership percentages of the Plans in the Master Trust net assets as of December 31:

	2011	2010
Percent ownership of the Plans in Alcoa Savings Plan Master Trust		
Bargaining Plan	23.79 %	24.20 %
Salaried Plan	59.56	54.23
Hourly Non-Bargaining Plan	6.99	21.57
Mill Products Plan	2.38	-
FS and CW Plan	7.28	-
	100.00 %	100.00 %

During the year ended December 31, 2011, the Master Trust investment (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Net investment loss from Master Trust investments	
Net appreciation (depreciation):	
Alcoa Common Stock Fund (includes $14,344 gain from common collective trusts)	$ (226,179,196)
Shares of registered investment companies	(40,927,202)
Commingled trusts	(7,247,021)
	(274,353,419)
Interest	20,754,838
Registered investment companies dividends	26,819,612
Alcoa stock dividends	4,028,930
Net investment loss from Alcoa Savings Plan Master Trust investments	$ (222,750,039)

In addition to the investments held in the Master Trust, participants have the option to invest in a self-directed brokerage account that allows the participants to select and manage investments from a variety of options not directly available in the Plans. The majority of this brokerage account is invested in equity securities and mutual funds, and all are considered Level 1 securities.

Certain amounts in previously issued financial statements were reclassified to conform to the 2011 presentation.

4. Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification 820 (ASC 820), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data correlation or other means.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at December 31, 2011.

Cash and Cash Equivalents
Valued at cost which approximates fair value.

Fixed Income Securities
Valued on the basis of valuations furnished by Trustee-approved independent pricing services. These services determine valuations for normal institutional-size trading units of such securities using models or matrix pricing, which incorporates yield and/or price with respect to bonds that are considered comparable in characteristics such as rating, interest rate and maturity date and quotations from bond dealers to determine current value. If these valuations are deemed to be either not reliable or not readily available, the fair value will be determined in good faith by the Trustee.

Equity Securities
Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual Funds
Valued at the NAV of shares held by the Plans at year end.

Commingled Trusts
Valued at the NAV of shares held by the Plans at year end. These funds are not publically listed.

Synthetic Investment Contracts ("Investment Contracts")
Valued at fair value with an adjustment to contract value in the accompanying statements of individual plan net assets available for benefits. Refer to Note 5 for further discussion. The fair value is based on the fair value of the underlying investments of the trust. Investment Contracts held in the Master Trust are fully benefit-responsive, which permit and require withdrawals at contract value for benefit payments, loans, or transfers to other investment options. Investment contracts provide a fixed rate of return for the life of the contract, and underlying assets are held by the trust rather than a separate account of the issuer. A financially responsible third party issues a "wrapper" contract to ensure benefit responsiveness.

The fair value of the wrap contract is determined using a discounted cash flow model which considers recent rebids as determined by recognized dealers, discount rate and the duration of the underlying portfolio.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plans' assets at fair value as of December 31, 2011.

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Fair value measurements at end of year				
Assets in Alcoa Savings Plan Master Trust				
Equity securities (Alcoa common stock)	$ 320,230,310	$ -	$ -	$ 320,230,310
Mutual funds	1,345,017,173	-	-	1,345,017,173
Cash and cash equivalents	-	12,554,165	-	12,554,165
Fixed income securities				
Government debt	-	513,730,587	-	513,730,587
Mortgage-backed securities	-	92,947,396	-	92,947,396
Corporate debt	-	152,102,220	-	152,102,220
Government agency obligations	-	57,422,523	-	57,422,523
Commingled trusts	-	291,484,032	-	291,484,032
Wrapper contracts	-	-	1,366,510	1,366,510
Total of assets in Alcoa Savings Plan Master Trust	1,665,247,483	1,120,240,923	1,366,510	2,786,854,916
Assets outside Alcoa Savings Plan Master Trust				
Cash and cash equivalents	18,372,461	-	-	18,372,461
Equity securities	35,902,850	-	-	35,902,850
Mutual funds	40,555,767	-	-	40,555,767
Fixed income securities	1,710,616	-	-	1,710,616
Total of assets outside Alcoa Savings Plan Master Trust	96,541,694	-	-	96,541,694
Total assets at fair value	$ 1,761,789,177	$ 1,120,240,923	$ 1,366,510	$ 2,883,396,610

The following table sets forth by level, within the fair value hierarchy, the Plans' assets at fair value as of December 31, 2010.

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Fair value measurements at end of year				
Assets in Alcoa Savings Plan Master Trust				
Equity securities (Alcoa common stock)	$ 520,359,793	$ -	$ -	$ 520,359,793
Mutual funds	1,446,770,080	-	-	1,446,770,080
Cash and cash equivalents	-	8,519,893	-	8,519,893
Fixed income securities				
Government debt	-	533,740,769	-	533,740,769
Mortgage-backed securities	-	84,212,724	-	84,212,724
Corporate debt	-	153,978,161	-	153,978,161
Government agency obligations	-	50,569,249	-	50,569,249
Commingled trusts	-	288,403,910	-	288,403,910
Wrapper contracts	-	-	1,706,561	1,706,561
Total of assets in Alcoa Savings Plan Master Trust	1,967,129,873	1,119,424,706	1,706,561	3,088,261,140
Assets outside Alcoa Savings Plan Master Trust				
Cash and cash equivalents	19,043,019	-	-	19,043,019
Equity securities	37,379,771	-	-	37,379,771
Mutual funds	46,740,960	-	-	46,740,960
Fixed income securities	1,414,870	-	-	1,414,870
Total of assets outside Alcoa Savings Plan Master Trust	104,578,620	-	-	104,578,620
Total assets at fair value	$ 2,071,708,493	$ 1,119,424,706	$ 1,706,561	$ 3,192,839,760

The following table sets forth a summary of changes in the fair value of the Plans' Level 3 assets for the year ended December 31, 2011:

	Wrapper Contracts
Fair value measurements using significant unobservable inputs (Level 3)	
Balance at beginning of year	$ 1,706,561
Unrealized loss	(340,051)
Balance at end of year	$ 1,366,510

The Plans hold commingled trusts with a fair value of $291,484,032 at December 31, 2011. There are no unfunded commitments with respect to these investments. Participants can transact daily with these funds, however, significant withdrawals may be subject to redemption restrictions, at the trustee's discretion, to the extent that it is determined such actions would disrupt management of the fund.

5. Investment Contracts

The Investment Contracts are held in the Fixed Income Fund (the "Fund") and are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The wrap providers are contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plans.

Contract value, as reported to the Plans by the investment manager, represents contributions made under contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Investment Contracts use the crediting rate formula to convert market value changes in the covered assets into income distributions in order to minimize the difference between the market and contract value of covered assets over time. Using the crediting rate formula, an estimated future market value is calculated by compounding the Fund's current market value at the Fund's current yield to maturity for a period equal to the Fund's duration. The crediting rate is the discount rate that equates estimated future market value with the Fund's current contract value, but it may not be less than zero.

The crediting rate, and hence the Fund's return, may be affected by many factors, including purchases and redemptions by shareholders. If the market value of the covered assets is higher than their contract value, the crediting rate will ordinarily be higher than the yield of the covered assets. Under these circumstances, cash from new investors will tend to lower the crediting rate, and redemptions by existing shareholders will tend to increase the crediting rate. The opposite is ordinarily true if the market value of the covered assets is lower than their contract value. There are no reserves against contract value for credit risk of the insurance companies or otherwise.

Certain events limit the ability of the Plans to transact at contract value with the issuer. Such events include the following: (1) the Plan's failure to qualify under Section 401(a) or Section 401(k) of the Internal Revenue Code, (2) the establishment of a defined contribution plan that competes with the Plan for employee contributions, (3) any substantive modification of the Plan or the administration of the Plan that is not consented to by the insurance companies, (4) complete or partial termination of the Plan, (5) any change in law, regulation or administration ruling applicable to the Plan that could have a material adverse effect on the Fund's cash flow, (6) merger or consolidation of the Plans with another plan, the transfers of the Plans' assets to another plan, or the sale, spin-off or merger of a subsidiary or division of the plan sponsor, (7) any communication given to participants by the plan sponsor or any other plan fiduciary that is designed to induce or influence participants not to invest in the Fund or to transfer assets out of the Fund, (8) exclusion of a group of previously eligible employees from eligibility in the Plan, (9) any early retirement program, group termination, group layoff, facility closing, or similar program or (10) any transfer of assets from the Fund directly to a competing option.

The Plans' administrator does not believe that the occurrence of any such event, which would limit the Plans' ability to transact at contract value with participants, is probable.

The Investment Contracts generally allow the insurance companies to terminate the agreement. However, the insurance companies would be required to settle the contract at an amount not less than contract value upon termination.

The following table sets forth the average yields of the Investment Contracts during the 2011 and 2010 Plan years.

	2011	2010
Average yields		
Based on actual earnings	2.44 %	2.63 %
Based on interest rate credited to participants	2.41 %	2.55 %

6. Related-Party Transactions

The Plans own shares of common stock of Alcoa through the investment in the Alcoa Stock Fund and, therefore, these transactions qualify as party-in-interest transactions. These transactions are exempt as defined in ERISA Section 408 and the regulations there under. During 2011, purchases and sales of shares of common stock of the Alcoa Stock Fund were $97,402,987 and $67,223,963, respectively. Dividends earned on Alcoa common stock during 2011 were $4,028,930. As of December 31, 2011 and 2010, the Plans owned 37,149,688 and 33,954,962 shares of Alcoa common stock, respectively.

The Company may pay certain administrative expenses or perform administrative functions on behalf of the Plans.

The Plans invest in funds managed by The Bank of New York Mellon. The Bank of New York Mellon is the trustee as defined by the Plans, and therefore these transactions, and expenses paid to Bank of New York Mellon, qualify as party-in-interest transactions.

7. Plan Transfers and Mergers

Resulting from changes to the Plans as described in Note 1, effective January 1, 2011, balances of salaried participants in the Hourly Non-Bargaining Plan of $298,416,567 were transferred to the Salaried Plan, and balances of hourly participants in the Salaried Plan of $23,663,942 were transferred to the Hourly Non-Bargaining Plan.

On January 1, 2011, Fastener Systems employees and Mill Products employees ceased participation in the Hourly Non-Bargaining Plan and Salaried Plan and became participants in their respective new plans. On January 1, 2011, net assets of $204,573,519 were transferred into the Fastener Systems Plan from the Hourly Non-Bargaining Plan. Also on January 1, 2011, net assets of $69,302,589 were transferred into the Mill Products Plan from the Salaried Plan.

Effective January 1, 2011, participants of the Alcoa Commercial Windows LLC 401(k) Plan ("Commercial Windows Plan") became eligible to participate in the FS and CW Plan, and the Commercial Windows Plan was merged into the FS and CW Plan. Net assets of $15,021,236 were transferred into the FS and CW Plan.

8. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by letters dated January 9, 2003 for the Bargaining Plan and the Salaried Plan and a letter dated August 6, 2002 for the Hourly Non-Bargaining Plan that the Plans are qualified and the trust established under the Plans is tax-exempt under the appropriate sections of the Code. These plans have been restated since receiving the determination letters, and two new plans have been established. The Plans have applied for new determination letters, but they have not yet been received. However, the Plans' administrator and the Plans' tax counsel believe that the Plans are currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, they believe the Plans were qualified and the related trust was tax-exempt as of the financial statements date.

US GAAP require the Plans' management to evaluate tax positions taken by the Plans and recognize a tax liability (or asset) if the organization has taken an uncertain position that would not be sustained upon examination by the IRS. The Plans' administrator and its tax counsel have analyzed the tax positions taken by the Plans and have concluded that as of December 31, 2011, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure to the financial statements. As such, no reserve is required under US GAAP. The Plans are subject to audits by the IRS; however, there are no current IRS audits for any tax periods in progress. The Plans' administrator and its tax counsel believe the Plans are no longer subject to IRS audits outside the statutory audit period.

9. Subsequent Event

Effective January 1, 2012, salaried and hourly employees of Alcoa Commercial Windows LLC ("Commercial Windows") ceased participation in the FS and CW Plan and began participation in the Salaried Plan and the Hourly Non-Bargaining Plan, respectively. Participant accounts were transferred to their respective Plans.

Also, effective January 1, 2012, the Alcoa Retirement Savings Plan for Fastener Systems and Commercial Windows Employees is renamed the Alcoa Retirement Savings Plan for Fastener Systems Employees ("Fastener Systems Plan").

Management has evaluated the events and transactions that have occurred. Aside from the foregoing, no items were noted that required adjustment to the financial statements or additional disclosure.

Alcoa Retirement Savings Plan for Bargaining Employees
EIN #25-0317820, Plan 008
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2011

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Par, or Maturity Value	(c) Cost	(d) Current Value
* Alcoa Savings Plan Master Trust	Investment in Alcoa Savings Plan Master Trust	**	$ 655,012,741
* Participant loans	Interest rates range from 4.25% to 9.645%; loans due at various maturity dates from less than one year to 25 years	**	25,114,829
* Various	Schwab self-directed brokerage account	**	19,547,610

* A party-in-interest as defined by ERISA.
** Cost omitted for participant-directed investments.

Alcoa Retirement Savings Plan for Salaried Employees
EIN #25-0317820, Plan 007
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2011

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Par, or Maturity Value	(c) Cost	(d) Current Value
* Alcoa Savings Plan Master Trust	Investment in Alcoa Savings Plan Master Trust	**	$ 1,639,811,014
* Participant loans	Interest rates range from 4.25% to 10.50%; loans due at various maturity dates from less than one year to 25 years	**	17,465,595
* Various	Schwab self-directed brokerage account	**	70,146,247

* A party-in-interest as defined by ERISA.
** Cost omitted for participant-directed investments.

Alcoa Retirement Savings Plan for Hourly Non-Bargaining Employees
EIN #25-0317820, Plan 017
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2011

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Par, or Maturity Value	(c) Cost	(d) Current Value
* Alcoa Savings Plan Master Trust	Investment in Alcoa Savings Plan Master Trust	**	$ 192,620,189
* Participant loans	Interest rates range from 4.25% to 10.50%; loans due at various maturity dates from less than one year to 25 years	**	8,785,185
* Various	Schwab self-directed brokerage account	**	2,666,982

* A party-in-interest as defined by ERISA.
** Cost omitted for participant-directed investments.

Alcoa Retirement Savings Plan for Mill Products Employees
EIN #13-2605835, Plan 001
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2011

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Par, or Maturity Value	(c) Cost	(d) Current Value
* Alcoa Savings Plan Master Trust	Investment in Alcoa Savings Plan Master Trust	**	$ 65,438,713
* Participant loans	Interest rates range from 4.25% to 9.25%; loans due at various maturity dates from less than one year to 25 years	**	1,494,008
* Various	Schwab self-directed brokerage account	**	1,716,515

* A party-in-interest as defined by ERISA.
** Cost omitted for participant-directed investments.

Alcoa Retirement Savings Plan for Fastener Systems and Commercial Windows Employees
EIN #25-1538236, Plan 011
Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2011

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment Including Maturity Date, Rate of Interest, Par, or Maturity Value	(c) Cost	(d) Current Value
* Alcoa Savings Plan Master Trust	Investment in Alcoa Savings Plan Master Trust	**	$ 200,461,473
* Participant loans	Interest rates range from 4.25% to 9.25%; loans due at various maturity dates from less than one year to 25 years	**	9,466,267
* Various	Schwab self-directed brokerage account	**	2,464,340

* A party-in-interest as defined by ERISA.
** Cost omitted for participant-directed investments.

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Alcoa Retirement Savings Plan for Mill Products Employees **EIN:** 13-2605835
Plan Sponsor's Name Alumax Mill Products, Inc. **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	Alcoa Savings Plan Master Trust	Investment in Alcoa Savings Plan Master Trust		65,438,713
*	Participant Loans	Interest rates range from 4.25% to 9.25%; loans due at various maturity dates from less than one year to 25 years		1,494,008
*	Various	Schwab Self-directed brokerage account		1,716,515