FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type	e Responses)														
1. Name and KELSON		Reporting Person * O B						cker or Trading	-		5. Relation X Direct	(orting Person(s) Check all applic		
ALCOA, I FLOOR		(First) PARK AVENUE	(Middle) E, 11TH	3. Date 04/26			rans	action (Month/I	Day/Year)	-	Officer	(give title belo	w)	Other (specify be	elow)
		(Street)		4. If A	menc	dment, D	ate C	Original Filed(Me	onth/Day/Year)		X_ Form file	d by One Repo		••	ne)
NEW YO	RK, NY 10	0022								-	Form file	d by More than	One Reporting Perso	on	
(City))	(State)	(Zip)				T	able I - Non-Do	erivative Secur	rities Acquir	ed, Dispo	sed of, or E	Beneficially Ow	ned	
1.Title of Sec (Instr. 3)	curity		2. Transaction Date (Month/Day/Yes	Execution any		med in Date, i Day/Year	f Co	Transaction ode nstr. 8)	4. Securities A (A) or Dispose (Instr. 3, 4 and Amount (A) (A)	ed of (D) C 15) T		lowing Repo	s Beneficially orted	Form: Direct (I	ct (Instr. 4)
Reminder: R	deport on a se	parate line for each o		I - Deri	vativ	ve Secur	ities	Person this fo	orm are not re atly valid OMI posed of, or Be	equired to r B control n eneficially O	respond umber.		nation contain form display		EC 1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code	ction	5. Num	tive ies ed	6. Date Exerci Expiration Dat (Month/Day/Y	sable and te	7. Title and of Underly Securities (Instr. 3 and	ing		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Employee Director Non- Statutory Stock Option	\$ 52.64	04/26/2005		A(1)		2,000		04/26/2006	04/26/2015	\$5 Par Common Stock	2,000	\$ 0	2,000	D	
Phantom Stock Unit	<u>(2)</u>	01/24/2005		J(3)	V	35		(4)	<u>(4)</u>	\$5 Par Common Stock	35	\$ 53.75	3,706		Deferred Compensation Plan
Phantom Stock Unit	(2)	01/24/2005		<u>J⁽⁵⁾</u>	V	19		<u>(4)</u>	<u>(4)</u>	\$5 Par Common Stock	19	\$ 53.75	2,098	I	Deferred Stock Unit Plan
Phantom Stock Unit	<u>(2)</u>	04/26/2005		A(6)		1,000		<u>(4)</u>	<u>(4)</u>	\$5 Par Common	1,000	\$ 0	3,098		Deferred Stock Unit Plan

Reporting Owners

		Relationsl	nips	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
KELSON RICHARD B ALCOA, INC. 390 PARK AVENUE, 11TH FLOOR NEW YORK, NY 10022	X			

Signatures

Mark C. Joseph, Attorney in Fact for Richard B. Kelson	04/28/2005	
Signature of Reporting Person	Date	-

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Non-statutory stock options will become fully vested on the first anniversary of the date of grant.
- (2) 1 for 1.
- (3) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan.
- (4) Phantom Stock Units will be settled in eash upon distribution from the reporting person's plan account and generally do not expire.
- (5) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (6) Phantom Stock Units awarded by the Nominating and Governance Committee pursuant to the PNC Outside Directors Deferred Stock Unit Plan.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.