

Alcoa Upstream Corp
 Form 4
 October 24, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ALCOA INC.

2. Issuer Name and Ticker or Trading Symbol
 Alcoa Upstream Corp [AA WI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 390 PARK AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/20/2016

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

NEW YORK,, NY 10022-4608
 (City) (State) (Zip)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	10/20/2016		J ⁽¹⁾		146,159,428 ⁽¹⁾	D	\$ 0
					36,311,767 ⁽²⁾	D	

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

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SEC 1474
 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALCOA INC. 390 PARK AVENUE NEW YORK, NY 10022-4608		X		

Signatures

/s/ Audrey Strauss, Executive Vice President, Chief Legal Officer and Secretary of Alcoa Inc. 10/24/2016

__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).
- The record date for the distribution by Alcoa Inc. of shares of Alcoa Upstream Corporation common stock to the holders of Alcoa Inc. common stock was at the close of business on October 20, 2016. The distribution of the Alcoa Upstream Corporation shares is scheduled to occur on November 1, 2016.
- (2) Pursuant to its certificate of incorporation, as amended, Alcoa Upstream Corporation effected a stock split of its common stock, which became effective on October 20, 2016, the record date for the distribution of the Alcoa Upstream Corporation shares. Prior to the stock split, Alcoa Inc. owned 1,000 shares of Alcoa Upstream Corporation common stock and, as a result of the stock split, such shares of Alcoa Upstream Corporation common stock became 182,471,195 shares of Alcoa Upstream Corporation common stock.
- 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.