

ALCAN INC
Form SC 14D9
August 03, 2007

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

SCHEDULE 14D-9

**Solicitation/Recommendation Statement under Section 14(d)(4)
of the Securities Exchange Act of 1934**

(Amendment No. 3)

ALCAN INC.
(Name of Subject Company)

ALCAN INC.
(Name of Person(s) Filing Statement)

**Common Shares
Common Share Purchase Rights**
(Title of Class of Securities)

013716105
(CUSIP Number of Class of Securities)

Roy Millington, Corporate Secretary
Alcan Inc.
1188 Sherbrooke Street West
Montreal, Quebec, Canada H3A 3G2
514-848-8000

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of the person(s) filing statement)

With copies to:

| | |
|--|--|
| Scott D. Miller George J. Sampas Sullivan & Cromwell LLP 125 Broad Street New York, NY 10004 | Norman M. Steinberg Andrew Bleau Ogilvy Renault LLP 1981 McGill College Avenue Montreal QC, Canada H3A 3C1 |
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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Introduction

This Amendment No. 3 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (the "Statement") originally filed by Alcan Inc. on July 24, 2007, as amended by Amendment No. 1 filed on August 1, 2007 and Amendment No. 2 filed on August 2, 2007. Except as otherwise noted, the information set forth in the original Statement, as amended by Amendments No. 1 and 2 thereto, remains unchanged.

Item 9. Exhibits.

Item 9 is hereby amended and supplemented by adding the following exhibit:

| Exhibit No. | Description |
|-------------|---|
| (a)(15) | Memorandum re. Rio Tinto Aluminium and Alcan Integration Update |

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 3, 2007

/s/ Roy Millington_____

Roy Millington

Corporate Secretary