CARLSTROM RICHARD A

Form 4

November 12, 2004

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations

may continue.

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

burden hours per response... 0.5

Other (specify

of

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARLSTROM RICHARD A

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

(Zip)

ALBANY INTERNATIONAL CORP /DE/ [AIN]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last) (First)

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

11/11/2004

Director 10% Owner

(Check all applicable)

Vice President- Controller

C/O ALBANY INTERNATIONAL

(Street)

(State)

CORP., P.O. BOX 1907

X_ Officer (give title

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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

ALBANY, NY 12201-1907

						1	•
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	1 5. Amount of	6. Ownership	7. Nature o
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D) Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				()	Reported		
				(A)	Transaction(s)		
			Codo V	or Amount (D) Pric	(Instr. 3 and 4)		
Close A			Code V	Amount (D) Price	е		

Class A

(City)

Common 11/11/2004 Stock

S 500 D

500

D

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

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

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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. Transact Code (Instr. 8)	ion (5. Numb of Deriv Securitic Acquire (A) or Dispose (D) (Instr. 3	vative es ed	6. Date Exercisab Expiration Date (Month/Day/Year		Underlying S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share	
Class B Common Stock	<u>(1)</u>							<u>(1)</u>	<u>(1)</u>	Class A Common	104	
Employee Stock Option (2)	\$ 16.75							05/01/1991(3)	05/01/2010	Class A Common	15,00	
Employee Stock Option (4)	\$ 22.25							05/18/1996(3)	05/18/2015	Class A Common	3,000	
Employee Stock Option (4)	\$ 22.25							05/14/1997(3)	05/14/2016	Class A Common	3,000	
Employee Stock Option (4)	\$ 19.75							04/15/1998(3)	04/15/2017	Class A Common	3,000	
Employee Stock Option (4)	\$ 19.375							11/04/1999 <u>(3)</u>	11/04/2018	Class A Common	3,000	
Employee Stock Option (5)	\$ 15.6875							11/09/2000(3)	11/09/2019	Class A Common	3,000	
Employee Stock Option (5)	\$ 10.5625							11/15/2001 <u>(6)</u>	11/15/2020	Class A Common	2,100	
Employee Stock Option (5)	\$ 20.45							11/06/2002(7)	11/06/2021	Class A Common	3,000	
Employee Stock Option (5)	\$ 20.63							11/07/2003(8)	11/07/2022	Class A Common	3,000	
Restricted Stock Units (9)	<u>(9)</u>							(9)(10)	(9)(10)	Class A Common Stock	1,009	
	<u>(9)</u>	11/11/2004		A		1,500		(9)(12)	(9)(12)		1,500	

Restricted Stock Units ⁽⁹⁾ Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARLSTROM RICHARD A C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907

Vice President- Controller

Signatures

Kathleen M. Tyrrell, Attorney-in-fact

**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) Convertible, on a share-for-share basis, into Class A Common Stock.
- (2) Options granted pursuant to Company's 1988 Stock Option Plan as incentive to remain in employ of Company.
- (3) Fully exercisable.
- (4) Options granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- (5) Options granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (6) Become exercisable as to 420 shares on each November 15, beginning November 15, 2001.
- (7) Become exercisable as to 600 shares on each November 6, beginning November 6, 2002.
- (8) Become exercisable as to 600 shares on each November 7, beginning November 7, 2003.
- (9) Restricted Stock Units granted pursuant to the Albany International Corp. 2003 Restricted Stock Unit Plan (the "Restricted Stock Unit Plan"). Each Restricted Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting or, in the event that the holder elects to defer payment, at such later time elected in accordance with the Restricted Stock Unit Plan.
- (10) 200 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
- (11) Includes dividend units accrued on Restricted Stock Units on January 5, 2004, April 5, 2004, July 6, 2004 and October 5, 2004.
- (12) 300 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.

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.

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