

ALBANY INTERNATIONAL CORP /DE/

Form 4

March 02, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POLUMBO RALPH M

(Last) (First) (Middle)

**C/O ALBANY INTERNATIONAL
CORP., P.O. BOX 1907**

(Street)

ALBANY, NY 12201-1907

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**ALBANY INTERNATIONAL
CORP /DE/ [AIN]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior VP-HR & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	03/01/2009		M		1,994 (1)	A \$ 0	2,549 D
Class A Common Stock (2)	03/01/2009		M		283	A (2)	283 (2) D (2)
Class A Common Stock (2)	03/01/2009		D		283	D \$ 12.93	0 D (2)
Class A	03/01/2009		M		1,711	A (2)	1,711 (2) D (2)

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Common
Stock (2)

Class A Common Stock <u>(2)</u>	03/01/2009	D	1,711	D	\$ 12.93	0	D <u>(2)</u>
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Class A Common Stock <u>(2)</u>	03/01/2009	M	2,029	A	<u>(2)</u>	2,029 <u>(2)</u>	D <u>(2)</u>
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Class A Common Stock <u>(2)</u>	03/01/2009	D	2,029	D	\$ 12.93	0	D <u>(2)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <u>(3)</u>	<u>(3)</u>					04/01/2007 <u>(3)(4)</u>	<u>(3)(4)</u>	Class A Common Stock	3,762
Restricted Stock Units <u>(5)</u>	<u>(5)</u>	03/01/2009		M	566	<u>(5)(6)</u>	<u>(5)(6)</u>	Class A Common Stock	566
Restricted Stock Units <u>(7)</u>	<u>(7)</u>	03/01/2009		M	3,422	<u>(7)(8)</u>	<u>(7)(8)</u>	Class A Common Stock	5,134
Restricted Stock Units <u>(3)</u>	<u>(3)</u>					03/01/2011 <u>(3)(9)</u>	<u>(3)(9)</u>	Class A Common Stock	27,587
Restricted Stock	<u>(10)</u>	03/01/2009		M	2,029	<u>(10)(11)</u>	<u>(10)(11)</u>	Class A Common	8,116

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shares of the Company's Class A Common Stock.

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