

ALBANY INTERNATIONAL CORP /DE/

Form 4

April 02, 2010

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)
04/01/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|--|--|---|
| Class A Common Stock | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |
| Class A Common Stock | | | | | 602 | I | By 401(k) |
| Class A Common Stock | | | | | 11,310 ⁽¹⁾ | D | |
| Class A Common Stock ⁽²⁾ | 04/01/2010 | | M | 1,303 | A ⁽²⁾ | 1,303 ⁽²⁾ | D ⁽²⁾ |
| Class A | 04/01/2010 | | D | 1,303 | D | \$ | 0 |
| | | | | | | D ⁽²⁾ | |

Common
Stock ⁽²⁾ 20.03

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 ⁽³⁾ | ⁽³⁾ | 04/01/2010 | | M | 1,303 | 04/01/2007 ⁽³⁾⁽⁴⁾ ⁽³⁾⁽⁴⁾ | Class A Common Stock 2,606 |
| Restricted Stock Units ⁽³⁾ | ⁽³⁾ | | | | | 03/01/2011 ⁽³⁾⁽⁵⁾ ⁽³⁾⁽⁵⁾ | Class A Common Stock 28,646 |
| Restricted Stock Units ⁽⁶⁾ | ⁽⁶⁾ | | | | | ⁽⁶⁾⁽⁷⁾ ⁽⁶⁾⁽⁷⁾ | Class A Common Stock 2,107 |
| Restricted Stock Units ⁽⁸⁾ | ⁽⁸⁾ | | | | | ⁽⁸⁾⁽⁹⁾ ⁽⁸⁾⁽⁹⁾ | Class A Common Stock 6,512 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POLUMBO RALPH M
C/O ALBANY INTERNATIONAL CORP.
P.O. BOX 1907
ALBANY, NY 12201-1907

Senior VP-HR & CAO

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

04/02/2010

__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) Includes 213 shares acquired pursuant to a dividend reinvestment plan.

Deemed acquisition and disposition to the issuer of shares of stock underlying Restricted Stock Units upon automatic vesting and cash

(2) settlement of such Units (see footnote 3). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.

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.

(4) 1,200 Restricted Stock Units (plus related dividend units) vest on each April 1, beginning April 1, 2007.

6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 6,750 Restricted Stock Units (plus related dividend

(5) units) vest on September 1, 2011; 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2012; and 6,750 Restricted Stock Units (plus related dividend units) vest on September 1, 2012.

Restricted Stock Units granted on February 27, 2009 pursuant to the Albany International Corp. 2005 Incentive Plan (the "Incentive Plan"). Each Restricted Stock Unit award entitles the holder to receive a number of shares of Class A Common Stock, the cash equivalent of such shares, or a combination of cash and shares, in each case in accordance with a settlement schedule.

(7) The remaining reported units (plus related dividend units) will be settled and payable on or about March 1, 2011, half in cash, half in shares of the Company's Class A Common Stock.

Restricted Stock Units granted on February 25, 2010 pursuant to the Albany International Corp. 2005 Incentive Plan (the "Incentive Plan"). Each Restricted Stock Unit award entitles the holder to receive a number of shares of Class A Common Stock, the cash equivalent of such shares, or a combination of cash and shares, in each case in accordance with a settlement schedule.

50% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2011, and the remaining reported

(9) units (plus related dividend units) will be settled and payable on or about March 1, 2012. Each of the 2011 and 2012 payments will be half in cash, half in shares of the Company's Class A 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.

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