

Halftermeyer Daniel A
 Form 4
 March 05, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 Halftermeyer Daniel A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O ALBANY INTERNATIONAL
 CORP., 216 AIRPORT DRIVE,
 UNIT 1

(Street)

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

ROCHESTER, NH 03867

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Class A Common Stock	03/01/2012		M	1,328 (1)	\$ 0	22,790	D
Class A Common Stock	03/01/2012		A	3,706 (2)	\$ 0	26,496	D
Class A Common Stock	03/01/2012		F	1,417 (3)	\$ 23.9	25,079	D

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Class A Common Stock ⁽⁴⁾	03/01/2012	M	7,501	A	<u>(4)</u>	7,501 <u>(4)</u>	D <u>(4)</u>
Class A Common Stock ⁽⁴⁾	03/01/2012	D	7,501	D	\$ 24.38	0	D <u>(4)</u>
Class A Common Stock ⁽⁴⁾	03/01/2012	M	1,328	A	<u>(4)</u>	1,328 <u>(4)</u>	D <u>(4)</u>
Class A Common Stock ⁽⁴⁾	03/01/2012	D	1,328	D	\$ 23.54	0	D <u>(4)</u>

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

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SEC 1474
(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Employee Stock Option ⁽⁵⁾	\$ 22.25					<u>(6)</u>	05/18/2015	Class A Common Stock	1,
Employee Stock Option ⁽⁵⁾	\$ 22.25					<u>(6)</u>	05/14/2016	Class A Common Stock	2,
Employee Stock Option ⁽⁵⁾	\$ 19.75					<u>(6)</u>	04/15/2017	Class A Common Stock	2,
Employee Stock Option ⁽⁷⁾	\$ 19.375					<u>(6)</u>	11/04/2018	Class A Common Stock	2,
	\$ 15.6875					<u>(6)</u>	11/09/2019		4,

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Employee Stock Option ⁽⁷⁾									Class A Common Stock	
Employee Stock Option ⁽⁷⁾	\$ 10.5625					⁽⁶⁾	11/15/2020		Class A Common Stock	2,
Employee Stock Option ⁽⁷⁾	\$ 20.45					⁽⁶⁾	11/06/2021		Class A Common Stock	4,
Employee Stock Option ⁽⁷⁾	\$ 20.63					⁽⁶⁾	11/07/2022		Class A Common Stock	4,
Restricted Stock Units ⁽⁸⁾	⁽⁸⁾	03/01/2012	M	7,501	03/01/2011 ⁽⁸⁾⁽⁹⁾		⁽⁸⁾⁽⁹⁾		Class A Common Stock	15
Restricted Stock Units ⁽¹⁰⁾	⁽¹⁰⁾	03/01/2012	M	2,656		⁽¹⁰⁾⁽¹¹⁾	⁽¹⁰⁾⁽¹¹⁾		Class A Common Stock	2,
Restricted Stock Units ⁽⁸⁾	⁽⁸⁾				03/01/2015 ⁽⁸⁾⁽¹²⁾		⁽⁸⁾⁽¹²⁾		Class A Common Stock	39

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halftermeyer Daniel A C/O ALBANY INTERNATIONAL CORP. 216 AIRPORT DRIVE, UNIT 1 ROCHESTER, NH 03867			President, PMC	

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

03/05/2012

 **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) Shares distributed upon partial settlement of Restricted Stock Units previously granted pursuant to the Albany International Corp. 2005 Incentive Plan (see footnote 11).
- (2) Shares distributed pursuant to an Annual Performance Bonus Award made under the Albany International Corp. 2005 Incentive Plan (the "Incentive Plan").
- (3) Shares withheld to satisfy the tax liability in connection with the acquisitions described in footnotes 1 and 2 above.

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- (4) Deemed acquisition and disposition to the issuer of shares of stock underlying Restricted Stock Units upon automatic vesting and cash settlement of such Units (see footnotes 8 and 11). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.
- (5) Options granted pursuant to the Company's 1992 Stock Option Plan as incentive to remain in employ of the Company.
- (6) Fully exercisable.
- (7) Options granted pursuant to the Company's 1998 Stock Option Plan as incentive to remain in employ of the Company.
- (8) 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.
- (9) 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 6,750 Restricted Stock Units (plus related dividend 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.
- (10) 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.
- (11) Reflects settlement (half in cash, half in shares of the Company's Class A Common Stock) on March 1, 2012.
- (12) 19,889 Restricted Stock Units (plus related dividend units) vest on March 1, 2015; 19,889 Restricted Stock Units (plus related dividend units) vest on August 1, 2015.

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.