#### ALBANY INTERNATIONAL CORP /DE/

Form 4

March 02, 2009

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB APPROVAL

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Corporate Treasurer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 bobligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*
Connally Christopher

2. Issuer Name and Ticker or Trading
Symbol
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 \_\_\_\_ Director \_\_\_\_ 10% Owner (Month/Day/Year) \_\_\_\_ Officer (give title \_\_\_\_ Other (specify

C/O ALBANY INTERNATIONAL 02/28/2009
CORP., P.O. BOX 1907

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person

\_\_\_ Form filed by More than One Reporting

ALBANY, NY 12201-1907

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of		Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A					( )				
Common							2,324	I	By 401(k)
							2,324	1	Dy 401(K)
Stock									
Class A									
	02/28/2000		M	61	٨	(1)	64 (1)	D (1)	
Common	02/28/2009		IVI	64	A	<u>(1)</u>	04 (1)	D <u>(1)</u>	
Stock (1)									
Class A									
	02/20/2000		D	(1	Ъ	\$	0	D (1)	
Common	02/28/2009		D	64	D	10.2	0	D (1)	
Stock (1)									
Class A	02/28/2009		M	210	A	<u>(1)</u>	210 (1)	D (1)	
Class A	0212012009		IVI	210	$\Gamma$	_	210 📉	<u> </u>	

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Common Stock (1)							
Class A Common Stock (1)	02/28/2009	D	210	D	\$ 10.2	0	D (1)
Class A Common Stock (1)	02/28/2009	M	311	A	<u>(1)</u>	311 (1)	D (1)
Class A Common Stock (1)	02/28/2009	D	311	D	\$ 10.2	0	D (1)
Class A Common Stock (1)	02/28/2009	M	513	A	(1)	513 (1)	D (1)
Class A Common Stock (1)	02/28/2009	D	513	D	\$ 10.2	0	D (1)
Class A Common Stock (1)	02/28/2009	M	630	A	<u>(1)</u>	630 (1)	D (1)
Class A Common Stock (1)	02/28/2009	D	630	D	\$ 10.2	0	D (1)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and	l Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof	Expiration D	ate	Underlying	Securities
Security	or Exercise		any	Code	Derivative	(Month/Day/	Year)	(Instr. 3 an	d 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities				
	Derivative				Acquired				
	Security				(A) or				
	·				Disposed				
					of (D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date	Expiration		or
						Exercisable	Date	Title	Number
									of
				Code V	(A) (D)				Shares

8. I Der Sec (Ins

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Employee Stock Option (2)	\$ 22.25				(3)	02/28/2014	Class A Common Stock	1,500
Employee Stock Option (2)	\$ 22.25				(3)	02/28/2014	Class A Common Stock	1,500
Employee Stock Option (2)	\$ 19.75				(3)	02/28/2014	Class A Common Stock	1,500
Employee Stock Option (4)	\$ 19.375				(3)	02/28/2014	Class A Common Stock	1,500
Employee Stock Option (4)	\$ 15.6875				(3)	02/28/2014	Class A Common Stock	1,500
Employee Stock Option (2)	\$ 20.45				(3)	02/28/2014	Class A Common Stock	1,500
Employee Stock Option (4)	\$ 20.63				(3)	02/28/2014	Class A Common Stock	1,500
Restricted Stock Units (5)	<u>(5)</u>	02/28/2009	М	64	(5)(6)	(5)	Class A Common Stock	128 (7)
Restricted Stock Units (5)	<u>(5)</u>	02/28/2009	М	210	(5)(9)	<u>(5)</u>	Class A Common Stock	420 (7)
Restricted Stock Units (5)	<u>(5)</u>	02/28/2009	М	311	(5)(11)	<u>(5)</u>	Class A Common Stock	622 (7)
Restricted Stock Units (5)	<u>(5)</u>	02/28/2009	М	513	(5)(13)	(5)	Class A Common Stock	1,026 (7)
Restricted Stock Units (5)	<u>(5)</u>	02/28/2009	M	630	(5)(15)	(5)	Class A Common Stock	1,260 (7)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Connally Christopher			Corporate Treasurer				
C/O ALBANY INTERNATIONAL CORP.							

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P.O. BOX 1907 ALBANY, NY 12201-1907

## **Signatures**

Christopher J.

Connally 03/02/2009

\*\*Signature of Reporting

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).
- 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 footnote 5). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.
- (2) Options granted pursuant to the Company's 1992 Stock Option Plan as incentive to remain in employ of the Company.
- (3) Fully exercisable.
- (4) Options granted pursuant to the Company's 1998 Stock Option Plan as incentive to remain in employ of the Company.
- 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
- (6) Pursuant to the Restricted Stock Unit Plan, 64 RSUs vested upon the reporting person's February 28, 2009 retirement from the Company.
- (7) Includes dividend units accrued on Restricted Stock Units on January 8, 2009.
- (8) In addition to the vesting of 64 RSUs, reflects the forfeiture of 64 RSUs pursuant to the Restricted Stock Unit Plan upon the reporting person's February 28, 2009 retirement from the Company.
- (9) Pursuant to the Restricted Stock Unit Plan, 210 RSUs vested upon the reporting person's February 28, 2009 retirement from the Company.
- (10) In addition to the vesting of 210 RSUs, reflects the forfeiture of 210 RSUs pursuant to the Restricted Stock Unit Plan upon the reporting person's February 28, 2009 retirement from the Company.
- (11) Pursuant to the Restricted Stock Unit Plan, 311 RSUs vested upon the reporting person's February 28, 2009 retirement from the Company.
- (12) In addition to the vesting of 311 RSUs, reflects the forfeiture of 311 RSUs pursuant to the Restricted Stock Unit Plan upon the reporting person's February 28, 2009 retirement from the Company.
- (13) Pursuant to the Restricted Stock Unit Plan, 513 RSUs vested upon the reporting person's February 28, 2009 retirement from the Company.
- (14) In addition to the vesting of 513 RSUs, reflects the forfeiture of 513 RSUs pursuant to the Restricted Stock Unit Plan upon the reporting person's February 28, 2009 retirement from the Company.
- (15) Pursuant to the Restricted Stock Unit Plan, 630 RSUs vested upon the reporting person's February 28, 2009 retirement from the Company.
- (16) In addition to the vesting of 630 RSUs, reflects the forfeiture of 630 RSUs pursuant to the Restricted Stock Unit Plan upon the reporting person's February 28, 2009 retirement from the Company.

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.

Signatures 4