

Wimbrow Dawne H
Form 4
May 14, 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 *
Wimbrow Dawne H

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)
05/13/2010

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Vice President GIS & CIO

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

ALBANY, NY 12201-1907

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Class A Common Stock	05/13/2010		I		3,309	\$ 24.55	174	I	By 401(k)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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. 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
Employee Stock Option ⁽¹⁾	\$ 20.45					<u>(2)</u>	11/06/2021	Class A Common	300
Employee Stock Option ⁽¹⁾	\$ 20.63					<u>(2)</u>	11/07/2022	Class A Common	600
Restricted Stock Units ⁽³⁾	<u>(3)</u>					11/11/2006 ⁽³⁾⁽⁴⁾	<u>(3)(4)</u>	Class A Common Stock	273 ⁽⁵⁾
Restricted Stock Units ⁽³⁾	<u>(3)</u>					11/11/2007 ⁽³⁾⁽⁶⁾	<u>(3)(6)</u>	Class A Common Stock	542 ⁽⁵⁾
Restricted Stock Units ⁽³⁾	<u>(3)</u>					11/11/2008 ⁽³⁾⁽⁷⁾	<u>(3)(7)</u>	Class A Common Stock	1,606 ⁽⁵⁾
Restricted Stock Units ⁽³⁾	<u>(3)</u>					11/11/2009 ⁽³⁾⁽⁸⁾	<u>(3)(8)</u>	Class A Common Stock	2,106 ⁽⁵⁾
Restricted Stock Units ⁽³⁾	<u>(3)</u>					11/11/2010 ⁽³⁾⁽⁹⁾	<u>(3)(9)</u>	Class A Common Stock	2,527 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wimbrow Dawne H C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907	Vice President GIS & CIO

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

05/14/2010

__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) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (2) Fully exercisable.

- (3) 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) 250 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2006.
- (5) Includes dividend units accrued on Restricted Stock Units on January 8, 2010 and April 7, 2010.
- (6) 250 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2007.
- (7) 500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2008.
- (8) 500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2009.
- (9) 500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2010.

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.