

Wimbrow Dawne H
Form 4
August 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
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)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Vice President GIS & CIO

C/O ALBANY INTERNATIONAL
CORP., 216 AIRPORT DRIVE

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------|
| | | | Code | V | Amount (D) or Price (A) | | | | |
| Class A Common Stock | 08/17/2018 | | I | | 599 | D | \$ 76.9 0 | I | By 401(k) |
| Class A Common Stock | 08/16/2018 | | M | | 300 | A | \$ 20.45 300 | D | |
| Class A Common Stock | 08/16/2018 | | S | | 300 | D | \$ 75.905 0 | D | |
| Class A Common Stock | 08/16/2018 | | M | | 600 | A | \$ 20.63 600 | D | |

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Common
Stock

Class A

Common Stock 08/16/2018 S 600 D \$ 75.8954 0 D

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option ⁽¹⁾ | \$ 20.45 | 08/16/2018 | | M | 300 | ⁽²⁾ | 11/06/2021 | Class A Common | 300 |
| Employee Stock Option ⁽¹⁾ | \$ 20.63 | 08/16/2018 | | M | 600 | ⁽²⁾ | 11/07/2022 | Class A Common | 600 |
| Phantom Stock Units ⁽³⁾ | ⁽³⁾ | | | | | 03/01/2015 ⁽³⁾⁽⁴⁾ | ⁽³⁾⁽⁴⁾ | Class A Common Stock | 45 |
| Phantom Stock Units ⁽⁵⁾ | ⁽⁵⁾ | | | | | 03/01/2016 ⁽⁵⁾⁽⁶⁾ | ⁽⁵⁾⁽⁶⁾ | Class A Common Stock | 1,01 |
| Phantom Stock Units ⁽⁷⁾ | ⁽⁷⁾ | | | | | 03/01/2017 ⁽⁷⁾⁽⁸⁾ | ⁽⁷⁾⁽⁸⁾ | Class A Common Stock | 1,88 |
| Phantom Stock Units ⁽⁹⁾ | ⁽⁹⁾ | | | | | 03/01/2018 ⁽⁹⁾⁽¹⁰⁾ | ⁽⁹⁾⁽¹⁰⁾ | Class A Common Stock | 1,70 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wimbrow Dawne H C/O ALBANY INTERNATIONAL CORP. 216 AIRPORT DRIVE ROCHESTER, NH 03867 | | | Vice President GIS & CIO | |

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

08/20/2018

__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) Phantom Stock Units granted on February 27, 2015 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (4) 453 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2015.
- (5) Phantom Stock Units granted on February 25, 2016 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (6) 505 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2016.
- (7) Phantom Stock Units granted on February 23, 2017 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (8) 628 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2017.
- (9) Phantom Stock Units granted on February 22, 2018 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (10) 426 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2018.

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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