ALBANY INTERNATIONAL CORP /DE/
Form 4
March 03, 2009

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 *
NAHL MICHAEL C

(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)
02/27/2009

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)
Executive Vice President & CFO

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								3,124	I	by ESOP
Class A Common Stock	02/27/2009		A		11,233	A	$ 0	26,276	D	

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

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number.

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 Number Shares
Class B Common Stock	(1)							(1)	(1)	Class A Common	1,05
Employee Stock Option (2)	$ 15							(3)	02/09/2013	Class A Common	25,00
Employee Stock Option (2)	$ 16.25							(3)	05/28/2013	Class A Common	25,00
Employee Stock Option (2)	$ 18.75							(3)	05/11/2014	Class A Common	25,00
Employee Stock Option (2)	$ 22.25							(3)	05/18/2015	Class A Common	25,00
Employee Stock Option (2)	$ 22.25							(3)	05/14/2016	Class A Common	25,00
Employee Stock Option (2)	$ 19.75							(3)	04/15/2017	Class A Common	25,00
Employee Stock Option (4)	$ 25.5625							(5)	11/05/2017	Class A Common	250,0
Restricted Stock Units (6)	(6)							11/11/2005(6)(7)	(6)(7)	Class A Common Stock	1,58
Restricted Stock	(8)							(8)(9)	(8)(9)	Class A Common	2,66

Units (8)					Stock	
Restricted Stock Units (6)	(6)		03/01/2011(6)(10)	(6)(10)	Class A Common Stock	32,69
Restricted Stock Units (11)	(11)		(11)(12)	(11)(12)	Class A Common Stock	9,46

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAHL MICHAEL C C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907			Executive Vice President & CFO	

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact 03/03/2009

**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)	Convertible, on a share-for-share basis, into Class A Common Stock.
(2)	Option granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
(3)	Fully exercisable.
(4)	Option granted in an exempt transaction as incentive to remain in employ of Company.
(5)	The option is not exercisable unless the market price of Class A Common Stock reaches $48 per share while the optionee is employed by the Company or a subsidiary. When the target price is achieved, the option becomes exercisable as to a number of shares determined by multiplying 25,000 times the number of full years that have elapsed since the grant date. Thereafter, the option becomes exercisable as to an additional 25,000 shares on each anniversary of the grant date while the optionee remains an employee. In the event of termination of the optionee's employment, the option terminates as to all shares as to which it is not then exercisable, except that, in the case of voluntary termination after age 62, death, disability or involuntary termination, if the target price has been achieved prior to such termination, the option becomes exercisable, immediately prior to such termination, as to one-half of the shares as to which it is not then exercisable.
(6)	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.
(7)	1,500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
(8)	Restricted Stock Units granted on February 15, 2008 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.
(9)	The remaining reported units (plus related dividend units) will be settled and payable on or about March 1, 2010, half in cash, half in shares of the Company's Class A Common Stock.

(10) 8,000 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 8,000 Restricted Stock Units (plus related dividend units) vest on September 1, 2011; 8,000 Restricted Stock Units (plus related dividend units) vest on March 1, 2012; and 8,000 Restricted Stock Units (plus related dividend units) vest on September 1, 2012.

(11) 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.

(12) Two-thirds of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2010, and the remaining reported units (plus related dividend units) will be settled and payable on or about March 1, 2011. Each of the 2010 and 2011 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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