

ALBANY INTERNATIONAL CORP /DE/
Form 4
November 13, 2008

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 *
Gaug Joseph M

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)
Assistant Secretary

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)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock					1,308	I	by ESOP
Class A Common Stock ⁽¹⁾	11/11/2008		M	63	A <u>(1)</u>	63 <u>(1)</u>	D <u>(1)</u>
Class A Common Stock ⁽¹⁾	11/11/2008		D	63	D \$ 17.47	0	D <u>(1)</u>
Class A Common Stock	11/11/2008		M	83	A <u>(1)</u>	83 <u>(1)</u>	D <u>(1)</u>

Common Stock ⁽¹⁾								
Class A Common Stock ⁽¹⁾	11/11/2008		D	83	D	\$ 17.47	0	D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2008		M	123	A	<u>(1)</u>	123 ⁽¹⁾	D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2008		D	123	D	\$ 17.47	0	D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2008		M	203	A	<u>(1)</u>	203 ⁽¹⁾	D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2008		D	203	D	\$ 17.47	0	D ⁽¹⁾

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

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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽²⁾	<u>(2)</u>	11/11/2008		M	<u>63</u> ⁽³⁾	11/11/2005 ⁽²⁾⁽⁴⁾	<u>(2)(4)</u>	Class A Common Stock	125
Restricted Stock Units ⁽²⁾	<u>(2)</u>	11/11/2008		M	<u>83</u> ⁽³⁾	11/11/2006 ⁽²⁾⁽⁵⁾	<u>(2)(5)</u>	Class A Common Stock	249
Restricted Stock	<u>(2)</u>	11/11/2008		M	<u>123</u> ⁽³⁾	11/11/2007 ⁽²⁾⁽⁶⁾	<u>(2)(6)</u>	Class A Common	494

Units ⁽²⁾							Stock		
Restricted Stock Units ⁽²⁾	<u>(2)</u>	11/11/2008	M		203 <u>(3)</u>	11/11/2008 ⁽²⁾⁽⁷⁾	<u>(2)(7)</u>	Class A Common Stock	1,01 <u>(3)</u>
Restricted Stock Units ⁽²⁾	<u>(2)</u>	11/11/2008	A	1,000		11/11/2009 ⁽²⁾⁽⁸⁾	<u>(2)(8)</u>	Class A Common Stock	1,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaug Joseph M C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907			Assistant Secretary	

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact
**Signature of Reporting Person

11/13/2008
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) 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 2). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.
- (2) 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.
- (3) Includes dividend units accrued on Restricted Stock Units on January 8, 2008, April 7, 2008, July 8, 2008 and October 7, 2008.
- (4) 60 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
- (5) 80 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2006.
- (6) 120 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2007.
- (7) 200 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2008.
- (8) 200 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2009.

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.