ALBANY INTERNATIONAL CORP /DE/

Form 4 February 11, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| 1. Name and Addre | | 2. Issuer Na Albany Int | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|---|--|---|-----------------------------|---------|---|------------------------------|--|--|---|---|---|--|
| (Last) (c/o Albany Interna P.O. Box 1907 | of Reporting Person, | | | | | ment for Day/Year 2003 | _ Director | | | | | |
| Albany, NY 12201 | | | | | | Date of | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | | Tabl | e I | Non-Der | ivativ | e Securit | Securities Acquired, Disposed of, or Beneficially Owned | | | | | |
| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 2A. Deeme Execution Date, if any (Month/Day, Year) | action Code (Instr. 8 | | 4. Securiti (A) or Dis (Instr. 3, 4) Amount | posed | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Class A Common Stock | 02/10/2003 | | С | | 4,815 | A | 1-for-1 | | | D | | |
| Class A Common Stock | 02/10/2003(1) | | S | | 4,815 | D | \$23.00 | | 0 | D | | |

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g. nuts calls warrants ontions convertible securities)

| | (c.g., pais, cans, warrants, options, convertible securities) | | | | | | | | | | | | |
|---|---|------------|-----------|-----------|--------|------------|---------------------|---------------------|-------------|--------------|-----------|-------------|--|
| | 1. Title of | 2. Conver- | 3. Trans- | 3A. | 4. | 5. | 6. Date Exercisable | 7. Title and Amount | 8. Price of | 9. Number of | 10. | 11. Nature | |
| | Derivative | sion or | action | Deemed | Trans- | Number | and Expiration | of Underlying | Derivative | Derivative | Owner- | of Indirect | |
| ı | Security | Exercise | Date | Execution | action | of | Date | Securities | Security | Securities | ship | Beneficial | |
| | | Price of | | Date, | Code | Derivative | (Month/Day/ | (Instr. 3 & 4) | (Instr. 5) | Beneficially | Form | Ownership | |
| | (Instr. 3) | Derivative | (Month/ | if any | | Securities | Year) | | | Owned | of Deriv- | (Instr. 4) | |
| | | 1 1 | | 1 ' | 1 ' | , | | | | 1 | | | |

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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| | | Year) | (Month/ Day/ Year) | (Instr. 8) | (A) Disj of (| posed D) tr. 3, | | | | | Reported Transaction(s) (Instr. 4) | ative Security: Direct (D) or Indirect (I) | |
|----------------------------|-----|----------|--------------------------|---------------|---------------------|-----------------------|--------------|-------------------------|-------------------|--|--|--|--|
| | | | | Code V | _ | (D) | Exer-cisable | Expira- tion Date | | Amount or Number of Shares | | (Instr. 4) | |
| Class B Common Stock | (2) | 02/10/03 | | С | | 4,815 | (2) | | Class A Common | 4,815 | 2,525,530 | D | |

Explanation of Responses:

(1) Sale pursuant to a 10b5-1 plan.

(2) Convertible, on a share-for-share basis, into Class A Common Stock.

By: /s/ Kathleen M. Tyrrell Attorney-in-Fact **Signature of Reporting Person

February 11, 2003

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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The undersigned hereby authorizes THOMAS H. HAGOORT, CHARLES J. SILVA, JR. AND KATHLEEN M. TYRRELL, and each of them with full power to act without the others, to sign and file, or cause to be filed, on behalf of the undersigned, any forms and other documents, including without limitation Forms 3 and 4 or any other forms hereafter substitute therefor, required or permitted to be filed by the undersigned pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, or rules or regulations promulgated thereunder.

The authorization of a person named above shall automatically terminate at such time as such person ceases to be an employee of the Company. The undersigned may terminate the authorization of any such person at any time by delivering written notice of termination to the Company.

Date: November 22, 1997

/s/ J. Spencer Standish