

ALBANY INTERNATIONAL CORP /DE/
 Form 4
 March 03, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
POLUMBO RALPH M

(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)
03/01/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior VP-HR & CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock					300	I	By 401(k)
Class A Common Stock	03/01/2010		M		2,995 ⁽¹⁾	A	\$ 0 12,395 ⁽²⁾
Class A Common Stock	03/01/2010		F		1,085 ⁽³⁾	D	\$ 20.1 11,310 ⁽²⁾
Class A Common Stock	03/01/2010		M		888	A	⁽⁴⁾ 888 ⁽⁴⁾ D ⁽⁴⁾

Common Stock ⁽⁴⁾								
Class A Common Stock ⁽⁴⁾	03/01/2010		D	888	D	\$ 22.11	0	D ⁽⁴⁾
Class A Common Stock ⁽⁴⁾	03/01/2010		M	2,107	A	⁽⁴⁾	2,107 ⁽⁴⁾	D ⁽⁴⁾
Class A Common Stock ⁽⁴⁾	03/01/2010		D	2,107	D	\$ 22.11	0	D ⁽⁴⁾
Class A Common Stock ⁽⁴⁾	03/01/2010		M	2,171	A	⁽⁴⁾	2,171 ⁽⁴⁾	D ⁽⁴⁾
Class A Common Stock ⁽⁴⁾	03/01/2010		D	2,171	D	\$ 22.11	0	D ⁽⁴⁾

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 number.

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁵⁾	⁽⁵⁾					04/01/2007 ⁽⁵⁾⁽⁶⁾	⁽⁵⁾⁽⁶⁾	Class A Common Stock	2,605
Restricted Stock Units ⁽⁷⁾	⁽⁷⁾	03/01/2010		M	1,776	⁽⁷⁾⁽⁸⁾	⁽⁷⁾⁽⁸⁾	Class A Common Stock	1,776
Restricted Stock	⁽⁵⁾					03/01/2011 ⁽⁵⁾⁽⁹⁾	⁽⁵⁾⁽⁹⁾	Class A Common	28,676

Edgar Filing: ALBANY INTERNATIONAL CORP /DE/ - Form 4

(11) Reflects settlement (half in cash, half in shares of the Company's Class A Common Stock) of two-thirds of the reported units on March 1, 2010. The remaining reported units (plus related dividend units) will be settled and payable on or about March 1, 2011, half in cash, half in shares of the Company's Class A Common Stock.

(12) Restricted Stock Units granted on February 25, 2010 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.

(13) Reflects settlement in cash of 25% of the reported units (plus related dividend units) on March 1, 2010. 50% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2011, and the final 25% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2012. Each of the 2011 and 2012 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.

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.