

ALBANY INTERNATIONAL CORP /DE/

Form 4

April 04, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BACON MICHEL J

(Last) (First) (Middle)

**C/O ALBANY INTERNATIONAL
CORP., P.O. BOX 1907**

(Street)

ALBANY, NY 12201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**ALBANY INTERNATIONAL
CORP /DE/ [AIN]**

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2005

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)
Group Vice President - Europe

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Common Stock					1,603	I	by ESOP
Class A Common Stock					202	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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 or Number of Shares
Employee Stock Option ⁽¹⁾	\$ 15.6875					11/09/2000 ⁽²⁾ 04/01/2010	Class A Common 3,000
Employee Stock Option ⁽¹⁾	\$ 10.5625					11/15/2001 ⁽²⁾ 04/01/2010	Class A Common 8,000 ⁽³⁾
Employee Stock Option ⁽¹⁾	\$ 20.45					11/06/2002 ⁽²⁾ 04/01/2010	Class A Common 12,000 ⁽⁴⁾
Employee Stock Option ⁽¹⁾	\$ 20.63					11/07/2003 ⁽²⁾ 04/01/2010	Class A Common 8,000 ⁽⁵⁾
Restricted Stock Units ⁽⁶⁾	⁽⁶⁾					⁽⁶⁾ ⁽⁶⁾	Class A Common Stock 0 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BACON MICHEL J C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201	Group Vice President - Europe

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

04/04/2005

__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) Reflects termination of 2,000 options pursuant to the Company's 1998 Stock Option Plan upon the April 1, 2005 retirement of reporting person.
- (4) Reflects termination of 8,000 options pursuant to the Company's 1998 Stock Option Plan upon the April 1, 2005 retirement of reporting person.
- (5) Reflects termination of 12,000 options pursuant to the Company's 1998 Stock Option Plan upon the April 1, 2005 retirement of reporting person.
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) Reflects forfeiture of 6,071 Restricted Stock Units pursuant to the Restricted Stock Unit Plan upon the April 1, 2005 retirement of reporting person.

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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