CARLSTROM RICHARD A

Form 4

November 08, 2002

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

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

Name and Addres Carlstrom Richard			e and Tick national C		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (l c/o Albany Interna P.O. Box 1907	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)					atement for th/Day/Year 7/02	10 X Ot	Director			
(Albany, NY 12201-						5. If Amendment, Date of Original (Month/Day/Year)		Controller 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)	(State) (Zij	o)	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	Title of Security 2. Trans- 2A. Deemed			S- S) V	4. Securitie (A) or Dis (Instr. 3, 4) Amount	posed of & 5)	f (D)	(D) Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I) Ownership (Instr. 4) 7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock						(D)		, , , , , ,	1,000	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., puts, calls, warrants, options, convertible securities)

(c.g., puts, 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. Natui		
Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	of Underlying	Derivative	Derivative	Owner-	of Indire		
Security	Exercise	Date	Execution	action	of	Date	Securities	Security	Securities	ship	Beneficia		
ļ	Price of	!	Date,	Code	Derivative	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	Ownersh		
(Instr. 3)	Derivative	(Month/	if any	,	Securities	Year)			Owned	of Deriv-	(Instr. 4)		
ļ	Security	Day/	(Month/	(Instr.	Acquired				Following	ative			
		Year)	Day/	8)	(A) or				Reported	Security:			
l.			•	•			Ī		•				

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

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			Year)		Disport (Instruction 4 & 5		3,						(Instr. 4)	Direct (D) or Indirect (I)	
				Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares			(Instr. 4)	
Class B Common Stock								(1)	(1)	Class A Common	104	(1)	104	D	
Employee Stock Option	\$16.75							(2)	05/01/10	Class A Common	15,000	(3)			
Employee Stock Option	\$22.25							(2)	05/18/15	Class A Common	3,000	(4)			
Employee Stock Option	\$22.25							(2)	05/14/16	Class A Common	3,000	(4)			
Employee Stock Option	\$19.75							(2)	04/15/17	Class A Common	3,000	(4)			
Employee Stock Option	\$19.375							(5)	11/04/18	Class A Common	3,000	(4)			
Employee Stock Option	\$15.6875							(6)	11/09/19	Class A Common	3,000	(7)			
Employee Stock Option	\$10.5625							(8)	11/15/20	Common	2,100	(7)			
Employee Stock Option	\$20.45							(9)	11/06/21	Common	3,000	(7)			
Employee Stock Option	\$20.63	11/07/02		A	V	3,000		(10)	11/07/22	Class A Common	3,000	(7)	38,100	D	

Explanation of Responses:

- (1) Convertible, on a share-for-share basis, into Class A Common Stock.
- (2) Fully exercisable.
- (3) Options granted pursuant to Company's 1988 Stock Option Plan as incentive to remain in employ of Company.
- (4) Options granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- (5) Become exercisable as to 600 shares on each November 4, beginning November 4, 1999.
- (6) Become exercisable as to 600 shares on each November 9, beginning November 9, 2000.
- (7) Options granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (8) Become exercisable as to 420 shares on each November 15, beginning November 15, 2001.
- (9) Become exercisable as to 600 shares on each November 6, beginning November 6, 2002.
- (10) Become exercisable as to 600 shares on each November 7, beginning November 7, 2003.

By: /s/ Kathleen M. Tyrrell
Attorney-in-Fact

11/08/02

Date

**Signature of Reporting Person

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

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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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AUTHORIZATION TO SIGN SEC FORMS 3 AND 4 PURSUANT TO SECTION 16(A) OF THE SECURITIES EXCHANGE ACT OF 1934

The undersigned, as an officer and/or director of Albany International Corp., a Delaware corporation ("the Company"), 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/ Richard A. Carlstrom