

ALBANY INTERNATIONAL CORP /DE/

Form 4

May 16, 2012

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHOLMONDELEY PAULA H**

(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)  
**05/14/2012**

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)

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	(A) or (D)	Price
Class A Common Stock	05/14/2012		S <sup>(1)</sup>		2,500	D	\$ 19.83 (2)
Class A Common Stock	05/14/2012		S <sup>(1)</sup>		100	D	\$ 19.84 (2)
Class A Common Stock	05/14/2012		P <sup>(4)</sup>		2,600	A	\$ 19.83 (2)
							10,266
							10,166 <sup>(3)</sup>
							4,828 <sup>(5)</sup>
						I	by 401(k)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

CHOLMONDELEY PAULA H  
C/O ALBANY INTERNATIONAL CORP.  
P.O. BOX 1907  
ALBANY, NY 12201-1907

X

## Signatures

Kathleen M. Tyrrell,  
Attorney-in-Fact

05/16/2012

\_\_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) Proceeds from the sale were contributed by the reporting person to a 401(k) plan for the benefit of the reporting person.

(2) The purchase and sale transactions were matchable under Section 16(b) of the Securities Exchange Act of 1934. The reporting person had earlier agreed to pay to the Issuer, no later than the settlement of the purchase, the full amount of any profit realized in connection with such short-swing transactions, less transaction costs. As the cost of the shares purchased in each case exceeded the proceeds (net of direct transaction costs) from the shares sold, there were no short-swing profits.

(3) Includes 777 shares acquired pursuant to a dividend reinvestment plan.

(4) Purchase of shares by the reporting person's 401(k) plan, using contributed proceeds of sale transaction in Note (1). (Sale and purchase of shares required because contribution of shares directly not permitted under the terms of the plan.) Shares held by the plan deemed

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beneficially owned by the reporting person. The total number of shares beneficially owned by the reporting person was not changed as the result of these transactions.

(5) Includes 176 shares acquired pursuant to a dividend reinvestment plan.

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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