

ALBANY INTERNATIONAL CORP /DE/  
 Form 4  
 March 03, 2009

**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

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**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 \*  
 NAHL MICHAEL C

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/27/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President & CFO

C/O ALBANY INTERNATIONAL CORP., P.O. BOX 1907  
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ALBANY, NY 12201-1907

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock            |                                      |  |                                |   |   | 3,124  | I by ESOP                         |
| Class A Common Stock            | 02/27/2009                           |  | A                              | 11,233  | A   | \$ 0 26,276  | D                                 |

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

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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 Number Shares |
| Class B Common Stock                       | <u>(1)</u>   |                                      |  |                                |   | <u>(1)</u>   | <u>(1)</u>  | Class A Common       | 1,050                |
| Employee Stock Option <u>(2)</u>           | \$ 15  |                                      |  |                                |   | <u>(3)</u>   | 02/09/2013  | Class A Common       | 25,000               |
| Employee Stock Option <u>(2)</u>           | \$ 16.25   |                                      |  |                                |   | <u>(3)</u>   | 05/28/2013  | Class A Common       | 25,000               |
| Employee Stock Option <u>(2)</u>           | \$ 18.75   |                                      |  |                                |   | <u>(3)</u>   | 05/11/2014  | Class A Common       | 25,000               |
| Employee Stock Option <u>(2)</u>           | \$ 22.25   |                                      |  |                                |   | <u>(3)</u>   | 05/18/2015  | Class A Common       | 25,000               |
| Employee Stock Option <u>(2)</u>           | \$ 22.25   |                                      |  |                                |   | <u>(3)</u>   | 05/14/2016  | Class A Common       | 25,000               |
| Employee Stock Option <u>(2)</u>           | \$ 19.75   |                                      |  |                                |   | <u>(3)</u>   | 04/15/2017  | Class A Common       | 25,000               |
| Employee Stock Option <u>(4)</u>           | \$ 25.5625   |                                      |  |                                |   | <u>(5)</u>   | 11/05/2017  | Class A Common       | 250,000              |
| Restricted Stock Units <u>(6)</u>          | <u>(6)</u>   |                                      |  |                                |   | 11/11/2005   | <u>(6)(7)</u>   | Class A Common Stock | 1,580                |
| Restricted Stock                           | <u>(8)</u>   |                                      |  |                                |   | <u>(8)(9)</u>  | <u>(8)(9)</u>   | Class A Common       | 2,660                |



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(10) 8,000 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 8,000 Restricted Stock Units (plus related dividend units) vest on September 1, 2011; 8,000 Restricted Stock Units (plus related dividend units) vest on March 1, 2012; and 8,000 Restricted Stock Units (plus related dividend units) vest on September 1, 2012.

(11) Restricted Stock Units granted on February 27, 2009 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.

(12) Two-thirds of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2010, and the remaining reported units (plus related dividend units) will be settled and payable on or about March 1, 2011. Each of the 2010 and 2011 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.

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