

ALBANY INTERNATIONAL CORP /DE/  
Form 8-K  
May 31, 2012

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 25, 2012

**ALBANY INTERNATIONAL CORP.**  
(Exact name of registrant as specified in its charter)

**Delaware**                      **1-10026**              **14-0462060**  
(State or other jurisdiction (Commission (I.R.S Employer  
of incorporation)              File Number) Identification No.)

**1373 Broadway, Albany, New York 12204**  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code      (518) 445-2200

None  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

£ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

£ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

£ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

£ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the annual meeting of shareholders held May 25, 2012, there were three items subject to a vote of security holders: (1) the election of eight members of the Board of Directors of the Company; (2) the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditor; and (3) the approval, by non-binding vote, of executive compensation.

1. In the vote for the election of eight members of the Board of Directors of the Company, the number of votes cast for, the number of votes withheld from, and broker non-votes as to each of the nominees were as follows:

Nominee	Number of Votes For		Number of Votes Withheld		Broker Non-Votes	
	Class A	Class B	Class A	Class B	Class A	Class B
Joseph G. Morone	21,602,701	32,338,940	193,006	0	750,262	0
Christine L. Standish	14,292,488	32,338,940	500,244	0	750,262	0
Erland E. Kailbourne	21,937,177	32,338,940	193,574	0	750,262	0
John C. Standish	14,295,016	32,338,940	507,835	0	750,262	0
John R. Scannell	23,721,232	32,338,940	169,493	0	750,262	0
Paula H. J. Cholmondeley	22,820,161	32,338,940	168,477	0	750,262	0
John F. Cassidy, Jr.	23,746,100	32,338,940	183,930	0	750,262	0
Edgar G. Hotard	22,577,058	32,338,940	192,679	0	750,262	0

2. In the vote for the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditor, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

For	Against	Abstain	Broker Non-Votes
55,283,081	1,788,564	6,444	-

3. In the vote to approve, by non-binding vote, executive compensation, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

For	Against	Abstain	Broker Non-Votes
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54,576,685 1,558,365 192,777,750,262

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALBANY  
INTERNATIONAL  
CORP.

By: /s/ John B. Cozzolino

Name: John B. Cozzolino  
Title: Chief Financial  
Officer and Treasurer  
(Principal Financial  
Officer)

Date: May 31, 2012