

ALBANY INTERNATIONAL CORP /DE/
Form 4
March 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
POLUMBO RALPH M

(Last) (First) (Middle)

C/O ALBANY INTERNATIONAL
CORP., 216 AIRPORT DRIVE,
UNIT 1

(Street)

ROCHESTER, NH 03867

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2012

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)
Chief Operating Officer AEC

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock					853	I	By 401(k)
Class A Common Stock	03/01/2012		M		1,136 (1)	A	\$ 0 16,641 (2)
Class A Common Stock	03/01/2012		A		1,731 (3)	A	\$ 0 18,372 (2)

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Class A Common Stock	03/01/2012	F	1,035 (4)	D	\$ 23.9	17,337 (2)	D
Class A Common Stock (5)	03/01/2012	M	7,501	A	(5)	7,501 (5)	D (5)
Class A Common Stock (5)	03/01/2012	D	7,501	D	\$ 24.38	0	D (5)
Class A Common Stock (5)	03/01/2012	M	1,136	A	(5)	1,136 (5)	D (5)
Class A Common Stock (5)	03/01/2012	D	1,136	D	\$ 23.54	0	D (5)

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (6)	(6)	03/01/2012		M	7,501	03/01/2011(6)(7)	(6)(7)	Class A Common Stock	15,000
Restricted Stock Units (8)	(8)	03/01/2012		M	2,272	(8)(9)	(8)(9)	Class A Common Stock	2,272
Restricted Stock Units (6)	(6)					03/01/2016(6)(10)	(6)(10)	Class A Common Stock	39,770

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLUMBO RALPH M C/O ALBANY INTERNATIONAL CORP. 216 AIRPORT DRIVE, UNIT 1 ROCHESTER, NH 03867			Chief Operating Officer AEC	

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

03/05/2012

__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) Shares distributed upon partial settlement of Restricted Stock Units previously granted pursuant to the Albany International Corp. 2005 Incentive Plan (see footnote 9).

(2) Includes 822 shares acquired pursuant to a dividend reinvestment plan.

(3) Shares distributed pursuant to an Annual Performance Bonus Award made under the Albany International Corp. 2005 Incentive Plan (the "Incentive Plan").

(4) Shares withheld to satisfy the tax liability in connection with the acquisitions described in footnotes 1 and 3 above.

(5) Deemed acquisition and disposition to the issuer of shares of stock underlying Restricted Stock Units upon automatic vesting and cash settlement of such Units (see footnotes 6 and 9). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.

(6) 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) 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 6,750 Restricted Stock Units (plus related dividend units) vest on September 1, 2011; 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2012; and 6,750 Restricted Stock Units (plus related dividend units) vest on September 1, 2012.

(8) Restricted Stock Units granted on February 25, 2010 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.

(9) Reflects settlement (half in cash, half in shares of the Company's Class A Common Stock) on March 1, 2012.

(10) 19889 Restricted Stock Units (plus related dividend units) vest on March 1, 2016; and 19,889 Restricted Stock Units (plus related dividend units) will vest on August 1, 2016.

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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