

ALBANY INTERNATIONAL CORP /DE/
Form 4
February 01, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Peters Hartmut

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)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

C/O ALBANY INTERNATIONAL CORP., P.O. BOX 1907

01/31/2007

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock ⁽¹⁾ | 01/31/2007 | | M | | 248 | A | <u>(1)</u> 248 <u>(1)</u> D <u>(1)</u> |
| Class A Common Stock ⁽¹⁾ | 01/31/2007 | | D | | 248 | D | \$ 32.76 0 D <u>(1)</u> |
| Class A Common Stock ⁽¹⁾ | 01/31/2007 | | M | | 368 | A | <u>(1)</u> 368 <u>(1)</u> D <u>(1)</u> |
| Class A Common Stock ⁽¹⁾ | 01/31/2007 | | D | | 368 | D | \$ 0 D <u>(1)</u> |

Common
Stock ⁽¹⁾

32.76

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) | 8. Fair Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option ⁽²⁾ | \$ 20.63 | | | | | ⁽³⁾ | 01/31/2017 | Class A Common Stock | 350 ⁽⁴⁾ |
| Restricted Stock Units ⁽⁵⁾ | ⁽⁵⁾ | 01/31/2007 | | M | 248 | ⁽⁵⁾⁽⁶⁾ | ⁽⁵⁾ | Class A Common Stock | 496 ⁽⁷⁾ |
| Restricted Stock Units ⁽⁵⁾ | ⁽⁵⁾ | 01/31/2007 | | M | 368 | ⁽⁵⁾⁽⁹⁾ | ⁽⁵⁾ | Class A Common Stock | 736 ⁽⁷⁾ |
| Restricted Stock Units ⁽¹¹⁾ | ⁽¹¹⁾ | | | | | ⁽¹¹⁾⁽¹²⁾ | ⁽¹¹⁾⁽¹²⁾ | Class A Common Stock | 4,675 ^{(7) (13)} |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Peters Hartmut C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907 | | | Senior Vice President | |

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

02/01/2007

__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) 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 footnote 5). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.
 - (2) Options granted pursuant to the Company's 1998 Stock Option Plan as incentive to remain in employ of the Company.
 - (3) Fully exercisable.
 - (4) Reflects the termination of 350 options pursuant to the 1998 Stock Option Plan upon the reporting person's January 31, 2007 retirement from the Company.
 - (5) 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.
 - (6) Pursuant to the Restricted Stock Unit Plan, 248 Restricted Stock Units vested upon the reporting person's January 31, 2007 retirement from the Company.
 - (7) Includes dividend units accrued on Restricted Stock Units on January 8, 2007.
 - (8) In addition to the vesting of 248 Restricted Stock Units, reflects the forfeiture of 248 Restricted Stock Units, pursuant to the Restricted Stock Unit Plan, upon the reporting person's January 31, 2007 retirement from the Company.
 - (9) Pursuant to the Restricted Stock Unit Plan, 368 Restricted Stock Units vested upon the reporting person's January 31, 2007 retirement from the Company.
 - (10) In addition to the vesting of 368 Restricted Stock Units, reflects the forfeiture of 368 Restricted Stock Units, pursuant to the Restricted Stock Unit Plan, upon the reporting person's January 31, 2007 retirement from the Company.
 - (11) Restricted Stock Units granted 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 vesting schedule.
 - (a) 25% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2006, (b) 50% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2007, and (c) the final 25% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2008. The 2006 payment will be all in cash, while each of the 2007 and 2008 payments will be half in cash, half in shares of the Company's Class A Common Stock.
 - (13) Reflects the forfeiture of 935 Restricted Stock Units pursuant to the Incentive Plan upon the reporting person's January 31, 2007 retirement from the Company.

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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