

Hansen Robert Alan
Form 4
March 04, 2019

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
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hansen Robert Alan

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)
03/01/2019

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President & CTO

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

(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

ROCHESTER, NH 03867

(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 Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | | | | | 4,753 | I | By 401(k) |
| Class A Common Stock | | | | | 13,404 | D | |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | M | | 1,687 | A | \$ 0 ⁽¹⁾ 1,687 ⁽¹⁾ D ⁽¹⁾ |

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| | | | | | | | |
|-------------------------------------------|------------|---|-------|---|---------------------|--------------------|------------------|
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | D | 1,687 | D | \$ 69.56 | 0 | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | M | 883 | A | \$ 0 ⁽¹⁾ | 883 ⁽¹⁾ | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | D | 883 | D | \$ 69.56 | 0 | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | M | 917 | A | \$ 0 ⁽¹⁾ | 917 ⁽¹⁾ | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | D | 917 | D | \$ 69.56 | 0 | D ⁽¹⁾ |

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 Underlying Security (Instr. 3 and 4) | | | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|----------------------------|----------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option ⁽²⁾ | \$ 15.6875 | | | | | | | <u>(3)</u> | 11/09/2019 | Class A Common Stock | 20 |
| Employee Stock Option ⁽²⁾ | \$ 10.5625 | | | | | | | <u>(3)</u> | 11/15/2020 | Class A Common Stock | 45 |
| Employee Stock Option ⁽²⁾ | \$ 20.45 | | | | | | | <u>(3)</u> | 11/06/2021 | Class A Common Stock | 60 |

| | | | | | | | | |
|--------------------------------------------|----------------|------------|---|-------|------------------------------|-------------------|----------------------------|-----|
| Employee Stock Option ⁽²⁾ | \$ 20.63 | | | | ⁽³⁾ | 11/07/2022 | Class A Common Stock | 1,0 |
| Phantom Stock Units ⁽⁴⁾ | ⁽⁴⁾ | 03/01/2019 | M | 1,687 | 03/01/2017 ⁽⁴⁾⁽⁵⁾ | ⁽⁴⁾⁽⁵⁾ | Class A Common Stock | 5,0 |
| Phantom Stock Units ⁽⁶⁾ | ⁽⁶⁾ | 03/01/2019 | M | 883 | 03/01/2018 ⁽⁶⁾⁽⁷⁾ | ⁽⁶⁾⁽⁷⁾ | Class A Common Stock | 3,5 |
| Phantom Stock Units ⁽⁸⁾ | ⁽⁸⁾ | 03/01/2019 | M | 917 | 03/01/2019 ⁽⁸⁾⁽⁹⁾ | ⁽⁸⁾⁽⁹⁾ | Class A Common Stock | 4,5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hansen Robert Alan C/O ALBANY INTERNATIONAL CORP. 216 AIRPORT DRIVE, UNIT 1 ROCHESTER, NH 03867 | | | Senior Vice President & CTO | |

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact
03/04/2019

__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).
- Deemed acquisition and disposition to the issuer of shares of stock underlying Phantom Stock Units upon automatic vesting and cash
- (1) settlement of such units (see footnotes 4, 6 and 8). 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.
- Phantom Stock Units granted on February 23, 2017 pursuant to the Albany International Corp. 2011 Performance Phantom Stock Unit
- (4) Plan (the "Phantom Stock Plan"). Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (5) 1,687 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2017.
- (6) Phantom Stock Units granted on February 22, 2018 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (7) 883 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2018.
- (8) Phantom Stock Units granted on February 21, 2019 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (9) 917 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2019.

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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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