CARLSTROM RICHARD A

Form 4

February 03, 2005

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * CARLSTROM RICHARD A

2. Issuer Name and Ticker or Trading Symbol

ALBANY INTERNATIONAL

5. Relationship of Reporting Person(s) to Issuer

CORP /DE/ [AIN]

(Middle)

3. Date of Earliest Transaction

Director 10% Owner _X__ Officer (give title Other (specify

(Check all applicable)

(Month/Day/Year)

02/02/2005

below) Vice President- Controller

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

(Street)

(First)

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

ALBANY, NY 12201-1907

						г	218011		
(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of		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)
Class A Common Stock							500	D	
Class A Common Stock	02/02/2005		M	15,000	A	\$ 16.75	15,500	D	
Class A Common Stock	02/02/2005		M	3,000	A	\$ 15.6875	18,500	D	
Class A	02/02/2005		M	1,680	A	\$	20,180	D	

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10.5625 Common Stock

Class A D 19,680 D 500 D Common 02/02/2005 Stock

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

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	iorDeriv Secu Acqu or Di (D)	urities juired (A) Disposed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Class B Common Stock	(1)						<u>(1)</u>	<u>(1)</u>	Class A Common	104
Employee Stock Option (2)	\$ 16.75	02/02/2005		M		15,000	05/01/1991 <u>(3)</u>	05/01/2010	Class A Common	0
Employee Stock Option (4)	\$ 22.25						05/18/1996 <u>(3)</u>	05/18/2015	Class A Common	3,00
Employee Stock Option (4)	\$ 22.25						05/14/1997 <u>(3)</u>	05/14/2016	Class A Common	3,00
Employee Stock Option (4)	\$ 19.75						04/15/1998(3)	04/15/2017	Class A Common	3,00
Employee Stock Option (4)	\$ 19.375						11/04/1999(3)	11/04/2018	Class A Common	3,00
Employee Stock	\$ 15.6875	02/02/2005		M		3,000	11/09/2000(3)	11/09/2019	Class A Common	0

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Option (5)								
Employee Stock Option (5)	\$ 10.5625	02/02/2005	M	1,680	11/15/2001(6)	11/15/2020	Class A Common	420
Employee Stock Option (5)	\$ 20.45				11/06/2002(7)	11/06/2021	Class A Common	3,00
Employee Stock Option (5)	\$ 20.63				11/07/2003(8)	11/07/2022	Class A Common	3,00
Restricted Stock Units (9)	<u>(9)</u>				(9)(10)	(9)(10)	Class A Common Stock	810
Restricted Stock Units (9)	<u>(9)</u>				(9)(11)	(9)(11)	Class A Common Stock	1,50

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	

CARLSTROM RICHARD A C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907

Vice President- Controller

Signatures

Richard A.
Carlstrom

**Signature of Date

Reporting Person

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) Convertible, on a share-for-share basis, into Class A Common Stock.
- (2) Options granted pursuant to Company's 1988 Stock Option Plan as incentive to remain in employ of Company.
- (3) Fully exercisable.
- (4) Options granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- (5) Options granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (6) Become exercisable as to 420 shares on each November 15, beginning November 15, 2001.
- (7) Become exercisable as to 600 shares on each November 6, beginning November 6, 2002.
- (8) Become exercisable as to 600 shares on each November 7, beginning November 7, 2003.

Reporting Owners 3

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- 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.
- (10) 200 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
- (11) 300 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.