

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WALTHER EDWARD</u>  (Last) (First) (Middle) C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907  (Street) ALBANY NY 12201-1907  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALBANY INTERNATIONAL CORP /DE/ [AIN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Group Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/19/2004		M		5,000	A	\$19.375	5,000	D	
Class A Common Stock	02/19/2004		M		20,000	A	\$15.6875	25,000	D	
Class A Common Stock	02/19/2004		M		9,600	A	\$10.5625	34,600	D	
Class A Common Stock	02/19/2004		S		34,600	D	\$31.3	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option <sup>(1)</sup>	\$22.25							05/18/1996 <sup>(2)</sup>	05/18/2015	Class A Common	25,000		25,000	D	
Employee Stock Option <sup>(1)</sup>	\$22.25							05/14/1997 <sup>(2)</sup>	05/14/2016	Class A Common	25,000		50,000	D	
Employee Stock Option <sup>(1)</sup>	\$19.375	02/19/2004		M		5,000		11/04/1999 <sup>(2)</sup>	11/04/2018	Class A Common	0	(1)	50,000	D	
Employee Stock Option <sup>(3)</sup>	\$15.6875	02/19/2004		M		20,000		11/09/2000 <sup>(4)</sup>	01/19/2019	Class A Common	5,000	(3)	55,000	D	
Employee Stock Option <sup>(3)</sup>	\$10.5625	02/19/2004		M		9,600		11/15/2001 <sup>(5)</sup>	11/15/2020	Class A Common	6,400	(3)	61,400	D	
Employee Stock Option <sup>(3)</sup>	\$20.45							11/06/2002 <sup>(6)</sup>	11/06/2021	Class A Common	20,000		81,400	D	
Employee Stock Option <sup>(3)</sup>	\$20.63							11/07/2003 <sup>(7)</sup>	11/07/2022	Class A Common	20,000		101,400	D	
Restricted Stock Units <sup>(8)</sup>	(9)							(9)	(9)	Class A Common Stock	7,500		7,500	D	

**Explanation of Responses:**

- Option granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- Fully exercisable.
- Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- Become exercisable as to 5,000 shares on each November 9, beginning November 9, 2000.
- Become exercisable as to 3,200 shares on each November 15, beginning November 15, 2001.
- Become exercisable as to 4,000 shares on each November 6, beginning November 6, 2002.

7. Become exercisable as to 4,000 shares on each November 7, beginning November 7, 2003.

8. Restricted Stock Units granted pursuant to the Albany International Corp. 2003 Restricted Stock Unit Plan (the "Restricted Stock Unit Plan").

9. 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. 1500 Restricted Stock Units vest on each November 13, beginning November 13, 2004.

**Remarks:**

Edward Walther

02/20/2004

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**