SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
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	dress of Reporting I		2. Issuer Name and Ticker or Trading Symbol ALBANY INTERNATIONAL CORP /DE/	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>SCHMELER FRANK R</u>			AIN	X Director 10% Owner				
(Last)	(First)	(Middle)		Officer (give title Other (specify below) below)				
,	()	(<i>'</i> ,	3. Date of Earliest Transaction (Month/Day/Year)					
C/O ALBANY INTERNATIONAL CORP.			03/01/2008					
P.O. BOX 190	07							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X Form filed by One Reporting Person				
ALBANY NY 12201-1907		12201-1907		Form filed by More than One Reporting				
			-	Person				
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock								100	I	Custodial ⁽¹⁾
Class A Common Stock	03/01/2008		М		3,635(2)	Α	\$ <u>0</u>	44,823	D	
Class A Common Stock ⁽³⁾	03/01/2008		М		3,635	A	(3)	3,635(3)	D ⁽³⁾	
Class A Common Stock ⁽³⁾	03/01/2008		D		3,635	D	\$35.15	0	D ⁽³⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puis, cails, warrains, 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. Transa Code (8)	Transaction Derivative Code (Instr. Securities		vative urities uired (A) isposed)) (Instr.	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)	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		(Instr. 4)		
Employee Stock Option ⁽⁴⁾	\$18.75							(5)	05/11/2014	Class A Common	20,000		20,000	D	
Employee Stock Option ⁽⁴⁾	\$22.25							(5)	05/18/2015	Class A Common	25,000		45,000	D	
Employee Stock Option ⁽⁴⁾	\$22.25							(5)	02/01/2016	Class A Common	25,000		70,000	D	
Employee Stock Option ⁽⁶⁾	\$19.75							(5)	02/01/2016	Class A Common	25,000		95,000	D	
Employee Stock Option ⁽⁴⁾	\$19.375							(5)	02/01/2016	Class A Common	32,500		127,500	D	
Employee Stock Option ⁽⁷⁾	\$10.5625							(5)	02/01/2016	Class A Common	5,000		132,500	D	
Employee Stock Option ⁽⁷⁾	\$20.45							(5)	02/01/2016	Class A Common	36,000		168,500	D	
Employee Stock Option ⁽⁷⁾	\$20.63							(5)	02/01/2016	Class A Common	32,000		200,500	D	
Restricted Stock Units ⁽⁸⁾	(8)	03/01/2008		М			7,270 ⁽⁹⁾	(8)(10)	(8)(10)	Class A Common Stock	7,270 ⁽⁹⁾	(8)	0 ⁽¹⁰⁾	D	

Explanation of Responses:

1. Shares held by reporting person as custodian for his granddaughter. Undersigned disclaims beneficial ownership.

2. Shares distributed upon partial settlement of Restricted Stock Units previously granted pursuant to the Albany International Corp. 2005 Incentive Plan (see footnotes 8 and 10).

3. 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 8). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.

4. Option granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.

5. Fully exercisable.

6. Option granted pursuant to the Company's 1988 Stock Option Plan as incentive to remain in employ of Company.

7. Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.

8. Restricted Stock Units ("RSUs") granted in February 2006 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. Includes dividend units accrued on Restricted Stock Units on January 8, 2008.

10. Reflects settlement (half in cash, half in shares of the Company's Class A Common Stock) on March 1, 2008 of a grant of Restricted Stock Units.

Remarks:

Kathleen M. Tyrrell, Attorneyin-Fact 03/03/2008

** 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.

AUTHORIZATION TO SIGN SEC FORMS 3 AND 4 AND NOTICE OF PROPOSED SALE OF SECURITIES (FORM 144)

The undersigned, as an officer and/or director of Albany International Corp., a Delaware corporation ("the Company"), hereby authorizes CHARLES J. SILVA, JR., JOSEPH M. GAUG AND KATHLEEN M. TYRRELL, and each of them with full power to act without the others, to sign and file, or cause to be filed, on behalf of the undersigned, any forms and other documents, including without limitation, Forms 3 and 4 or any other forms hereafter substitute therefor, required or permitted to be filed by the undersigned pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, or rules or regulations promulgated thereunder, and Notice of Proposed Sale of Securities pursuant to Rule 144 under the Securities Act of 1933.

The authorization of a person named above shall automatically terminate at such time as such person ceases to be an employee of the Company. The undersigned may terminate the authorization of any such person at any time by delivering written notice of termination to the Company.

Date June 26, 2006 /s/ Frank R. Schmeler