SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

X	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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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 OMB Number: 3235-0287

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person* BACON MICHEL J				r Name and Ticker ANY INTER	• •	^{mbol} AL CORP /DE/ [ssuer Owner r (specify		
(Last) C/O ALBANY P.O. BOX 190		(Middle) ONAL CORP.	3. Date 04/01/2	of Earliest Transac 2005	tion (Month/D	ay/Year)	X	below) Group Vice Pr	below)		
(Street) ALBANY	NY	12201	4. If Am	endment, Date of C	Driginal Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	e Reporting Pers	on		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Securit	ty (Instr. 3)		2. Transaction Date (Month/Day/Vear)	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect		

1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Class A Common S	tock								1,603	I	by ESOP
Class A Common S	tock								202	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. Transa Code (8)		of Deriv Secu Acqu (A) o Disp of (D	r osed) r. 3, 4	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 ⁽¹⁾	\$15.6875							11/09/2000 ⁽²⁾	04/01/2010	Class A Common	3,000		3,000	D	
Employee Stock Option ⁽¹⁾	\$10.5625							11/15/2001 ⁽²⁾	04/01/2010	Class A Common	8,000 ⁽³⁾		11,000	D	
Employee Stock Option ⁽¹⁾	\$20.45							11/06/2002 ⁽²⁾	04/01/2010	Class A Common	12,000 ⁽⁴⁾		23,000	D	
Employee Stock Option ⁽¹⁾	\$20.63							11/07/2003 ⁽²⁾	04/01/2010	Class A Common	8,000 ⁽⁵⁾		31,000	D	
Restricted Stock Units ⁽⁶⁾	(6)							(6)	(6)	Class A Common Stock	0 ⁽⁷⁾		0	D	

Explanation of Responses:

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

2. Fully exercisable

3. Reflects termination of 2,000 options pursuant to the Company's 1998 Stock Option Plan upon the April 1, 2005 retirement of reporting person.

4. Reflects termination of 8,000 options pursuant to the Company's 1998 Stock Option Plan upon the April 1, 2005 retirement of reporting person.

5. Reflects termination of 12,000 options pursuant to the Company's 1998 Stock Option Plan upon the April 1, 2005 retirement of reporting person.

6. 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. 7. Reflects forfeiture of 6,071 Restricted Stock Units pursuant to the Restricted Stock Unit Plan upon the April 1, 2005 retirement of reporting person.

Remarks:

Kathleen M. Tyrrell, Attorney-04/04/2005 in-Fact

** 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.

The undersigned, as an officer and/or director of Albany International Corp., a Delaware corporation ("the Company"), hereby authorizes THOMAS H. HAGOORT, CHARLES J. SILVA, JR. 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.

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: November 24, 1997 /s/ Michel J. Bacon