SEC Form 4

Employee Stock

Option⁽⁹⁾

\$10.5625

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).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Instruc	tion 1(b).			File					.6(a) of the S the Investme				1934			<u> </u>		-		
1. Name and Address of Reporting Person [*] STANDISH JOHN C					A	2. Issuer Name and Ticker or Trading Symbol ALBANY INTERNATIONAL CORP /DE/								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
					AIN]									Officer	(give title		Other (s	I		
(Last) (First) (Middle) C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907						3. Date of Earliest Transaction (Month/Day/Year) 11/13/2003									below)			below)		
					4.	If Am	endmei	nt, Dai	te of Original	File	d (Month/D	ay/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) ALBANY NY 12201-1907				7	,										X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)																				
		Та	ble I - Nor	n-Deriv	/ativ	ve Se	ecurit	ties /	Acquired	Di	sposed	of, or B	enefici	ally	Owned					
					2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)		rities Acqu ed Of (D) (Ir				s Ily	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) (D)	or Prio	ce	Transaction(s) (Instr. 3 and 4)				(
Class A Common Stock															87	76			By ESOP	
Class A Common Stock															11				Held by spouse. ⁽¹⁾	
	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 Da if any (Month/Day/	ate, Ti	ransa code (I	ction	5. Number		6. Date Exe Expiration I (Month/Day	rcisa Date	ble and	e and 7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)		nt	8. Price of Derivative Security (Instr. 5)	9. Numbe derivativ Securitie Beneficia Owned Following Reported Transact (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Γ					Amount											
				с	ode	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Numbe of Sha							
Class B Common Stock	(2)								(2)		(2)	Class A Common	1,70)4		1,704	(3)	D		
Class B Common Stock	(2)								(2)		(2)	Class A Common	120,0	000		120,0	00	I	Held by John C. Standish Delta Trust. ⁽⁴⁾	
Class B Common Stock	(2)								(2)		(2)	Class A Common	10,7	00		10,70	00	I	Held by John C. Standish Gift Trust. (5)	
Class B Common Stock	(2)								(2)		(2)	Class A Common	151,3	318		151,3	18	Ι	Held by Standish Delta Trust. ⁽⁶⁾	
Employee Stock Option	\$15								02/09/1994	7)	05/01/2008	Class A Common	9,00	00		9,00	0	D		
Employee Stock Option ⁽⁸⁾	\$22.25								05/18/1996	7)	05/18/2015	Class A Common	1,00	00		10,00)0	D		
Employee Stock Option ⁽⁸⁾	\$22.25								05/14/1997	7)	05/14/2016	Class A Common	1,00	00		11,00)0	D		
Employee Stock Option ⁽⁹⁾	\$19.375								11/04/1999	7)	11/04/2018	Class A Common	300)		11,30)0	D		
Employee Stock Option ⁽⁹⁾	\$15.6875								11/09/2000 ⁽	10)	11/09/2019	Class A Common	600	, T		11,90)0	D		

Class A Common

720

12,620

D

11/15/2001⁽¹¹⁾ 11/15/2020

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercis Expiration Date (Month/Day/Yea)	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 ⁽⁹⁾	\$20.45							11/06/2002 ⁽¹²⁾	11/06/2021	Class A Common	2,000		14,620	D	
Employee Stock Option ⁽⁹⁾	\$20.63							11/07/2003 ⁽¹³⁾	11/07/2022	Class A Common	2,000		16,620	D	
Restricted Stock Units ⁽¹⁴⁾	(15)	11/13/2003		A		600		(15)	(15)	Class A Common Stock	600	(14)	600	D	

Explanation of Responses:

1. Held by spouse. Mr. Standish disclaims beneficial ownership.

2. Convertible on a share-for-share basis, into shares of the Company's Class A Common Stock.

3. Includes 1,000 shares held by Mr. Standish as custodian for his minor son.

4. Held by the John C. Standish Delta Trust, a trust for the beneficiaries of which include Mr. Standish's children. Mr. Standish disclaims investment control with respect to, and beneficial ownership of, these shares.

5. Held by the John C. Standish Gift Trust. Mr. Standish disclaims investment control with respect to, and beneficial ownership of, these shares.

6. Held by Standish Delta Trust, a trust of which Mr. Standish is a beneficiary and as to which he shares voting and investment power.

7. Fully exercisable.

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

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

10. Become exercisable as to 300 shares on each November 9, beginning November 9, 2000.

11. Become exercisable as to 240 shares on each November 15, beginning November 15, 2001.

12. Become exercisable as to 400 shares on each November 6, beginning November 6, 2002.

13. Become exercisable as to 400 shares on each November 7, beginning November 7, 2003.

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

15. 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. 120 Restricted Stock Units vest on each November 13, beginning November 13, 2004.

Remarks:

Kathleen M. Tyrrell, Attorney-

<u>in-fact</u>

11/14/2003

** 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: February 13, 2001 /s/ John C. Standish