
FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report: November 30, 2005
(Date of earliest event reported)

ALBANY INTERNATIONAL CORP.
(Exact name of registrant as specified in its charter)

Delaware 0-16214 14-0462060

(State or other jurisdiction of incorporation) (Commission file number) (IRS employer identification no.)

1373 Broadway, Albany, New York 12204
(518) 445-2200

(Address and telephone number of the registrant's principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

Effective November 30, 2005, the Compensation Committee of the Board of Directors of Albany International Corp. (the "Company") amended the Company's Restricted Stock Unit Plan (the "RSU Plan"). The purpose of the amendment was to cancel any previously made valid deferral elections in accordance with the Notice 2005-1 recently issued by the U.S. Department of Treasury. A copy of this amendment is furnished as Exhibit 99.1 to this report.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALBANY INTERNATIONAL CORP.

By: /s/ Frank R. Schmeler

Name: Frank R. Schmeler

Title: Chairman and Chief Executive Officer

Date: December 6, 2005

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Amendment No. 1 to the Albany International Corp. 2003 Restricted Stock Unit Plan.

Amendment No. 1 to the
Albany International Corp. 2003 Restricted Stock Unit Plan

WHEREAS, Albany International Corp. (the "Company") maintains the Albany International Corp. 2003 Restricted Stock Unit Plan (the "Plan");

WHEREAS, the Board of Directors of the Company has designated authority to the Compensation Committee (the "Committee") to administer the Plan;

WHEREAS, the Committee has the authority pursuant to Sections 3.2 and 11.8 of the Plan to amend the Plan;

WHEREAS, in light of Section 409A of the Internal Revenue Code of 1986, the Committee has decided to cancel any valid deferral elections made pursuant to Section 6.2 of the Plan on or before December 31, 2005 in accordance with Q&A 20 of Notice 2005-1 "Guidance Under ss.409A of the Internal Revenue Code" issued by the Treasury Department; and

WHEREAS, each Participant who has made such an election has acknowledged and consented to such amendment;

NOW THEREFORE, the Plan is amended as follows:

1. Effective immediately, the following sentence shall be added to the end of Section 6.2:

"Notwithstanding the foregoing or anything herein to the contrary, with respect to all Participants who filed a valid election with the Committee on or before December 31, 2005 to defer the payment of vested Restricted Units to a date later than the date set forth in Section 6.1, such election shall be deemed cancelled as of November 30, 2005 and the Participant shall be deemed to have elected to receive a distribution pursuant to the Plan as provided in Section 7.3(a)(i), with the selected date certain being November 30, 2005 (the "Date Certain"), and shall receive a distribution in respect of any Restricted Units vested as of such Date Certain in accordance with the formula set forth in Section 7.3(b) on or before December 31, 2005. Any Restricted Units not vested as of the Date Certain shall vest in accordance with the terms of the Plan and the applicable Award Agreement and shall otherwise be treated as if such Restricted Units had never been subject to an elective deferral pursuant to Section 6.2."