SEC Form 4

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)

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

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McCarvill Al			2. Issuer Name and Ticker or Trading Symbol <u>ALBANY INTERNATIONAL CORP /DE/</u> [AIN]		ionship of Reporting Person all applicable) Director Officer (give title below)	n(s) to Issuer 10% Owner Other (specify below)
(Last) C/O AL BANY I	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Exec VP Human Re	esources
C/O ALBANY INTERNATIONAL CORP.			03/01/2019			
216 AIRPORT I	ORIVE					
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing (Check Applicable
(Street)				Line)		
ROCHESTER	NH	03867		X	Form filed by One Report	ing Person
					Form filed by More than C Person	One Reporting
(City)	(State)	(Zip)				

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)					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 Stock ⁽¹⁾	03/01/2019		М		752	Α	\$0 ⁽¹⁾	752 ⁽¹⁾	D ⁽¹⁾	
Class A Common Stock ⁽¹⁾	03/01/2019		D		752	D	\$69.56	0	D ⁽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 Date, if any (Month/Day/Year)	4. Transa Code (8)		Secu Acqu (A) o Dispo of (D	vative rities lired r osed) r. 3, 4	Expiration Date (Month/Day/Year) (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				
Phantom Stock Units ⁽²⁾	(2)	03/01/2019		М			752	03/01/2019 ⁽²⁾⁽³⁾	(2)(3)	Class A Common Stock	3,758	\$0 ⁽²⁾	3,006	D	

Explanation of Responses:

1. Deemed acquisition and disposition to the issuer of shares of stock underlying Phantom Stock Units upon automatic vesting and cash settlement of such units (see footnote 2). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.

2. Phantom Stock Units granted on February 21, 2019 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting

3. 752 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2019.

Remarks:

Kathleen M. Tyrrell, Attorney-03/04/2019 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.

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 February 6, 2019 /s/ Alice McCarvill