FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

| obligations Instruction | s may continue. : 1(b). | See | | File | | nt to Section 16(a) | | | | 34 | r | ours per response: 0.5 | | | | |
|--|----------------------------|-----|-----------------|-----------------------------|-------------------|---|---|---|------------------------------|---------------|---|---|---|-------------------------------------|--|--|
| | Address of Rep | J | * | | 2. Issue | etion 30(h) of the In er Name and Ticker ANY INTER | or Trac | ling Sy | /mbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | |
| (Last) C/O ALBA P.O. BOX 1 | (First) NY INTERI | | 3. Date 11/11/2 | of Earliest Transac 2006 | ction (Mo | onth/D | ay/Year) | X Officer (give title Other (specify below) Group Vice President | | | | | | | | |
| (Street) ALBANY NY 12201-1907 (City) (State) (Zip) | | | | | 4. If Am | endment, Date of 0 | Original | Filed (| Month/Day/Yo | ear) | 6. Indi Line) X | Form filed by | roup Filing (Chec One Reporting I More than One | Person | | |
| | | Ta | able I - Nor | n-Deriva | ative S | ecurities Acq | uired, | Disp | osed of, | or Bene | eficially (| Owned | | | | |
| | | | | | ction ay/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Disposed Of | | | 5. Amount of Securities Beneficially Owned Followi | 6. Ownersh Form: Direc (D) or Indirec (I) (Instr. 4) | Indirect Beneficial Ownership | | |
| | | | | | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Class A Cor | nmon Stock ⁽ | 1) | | 11/11/ | /2006 | | М | | 326 | Α | (1) | 326(1) | D ⁽¹⁾ | | | |
| Class A Common Stock ⁽¹⁾ | | | | | /2006 | | D | | 326 | D | \$33.22 | 0 | D ⁽¹⁾ | | | |
| Class A Common Stock ⁽¹⁾ | | | | | /2006 | | M | | 329 | A | (1) | 329(1) | D ⁽¹⁾ | | | |
| Class A Common Stock ⁽¹⁾ 11/13 | | | | | | | D | | 329 | D | \$33.22 | 0 | D ⁽¹⁾ | | | |
| 1 Tide of 2 | | · | Table II - | (e.g., p | uts, ca | curities Acqui | optior | ıs, c | onvertible | securi | ties) | | | | | |
| 1 Title of 2 | 127 | | | | | | | | | | | | | 11 Nate | | |

| 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) | (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | vative urities uired or oosed O) tr. 3, 4 | 6. Date Exercisa 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 ⁽²⁾ | \$18.625 | | | | | | | (3) | 05/14/2012 | Class A Common Stock | 1,000 | | 1,000 | D | |
| Employee Stock Option ⁽²⁾ | \$16.25 | | | | | | | (3) | 05/28/2013 | Class A Common Stock | 1,000 | | 2,000 | D | |
| Employee Stock Option ⁽²⁾ | \$18.75 | | | | | | | (3) | 05/11/2014 | Class A Common Stock | 1,000 | | 3,000 | D | |
| Employee Stock Option ⁽²⁾ | \$22.25 | | | | | | | (3) | 05/18/2015 | Class A Common Stock | 1,500 | | 4,500 | D | |
| Employee Stock Option ⁽²⁾ | \$22.25 | | | | | | | (3) | 05/14/2016 | Class A Common Stock | 2,000 | | 6,500 | D | |
| Employee Stock Option ⁽²⁾ | \$19.75 | | | | | | | (3) | 04/15/2017 | Class A Common Stock | 2,000 | | 8,500 | D | |
| Employee Stock Option ⁽⁴⁾ | \$19.375 | | | | | | | (3) | 11/04/2018 | Class A Common Stock | 2,500 | | 11,000 | D | |
| Employee Stock Option ⁽⁴⁾ | \$15.6875 | | | | | | | (3) | 11/09/2019 | Class A Common Stock | 4,000 | | 15,000 | D | |
| Employee Stock Option ⁽⁴⁾ | \$10.5625 | | | | | | | (3) | 11/15/2020 | Class A Common Stock | 2,800 | | 17,800 | D | |
| Employee Stock Option ⁽⁴⁾ | \$20.45 | | | | | | | (3) | 11/06/2021 | Class A Common Stock | 4,000 | | 21,800 | 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) | Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 ⁽⁴⁾ | \$20.63 | | | | | | | 11/07/2003 ⁽⁵⁾ | 11/07/2022 | Class A Common Stock | 4,000 | | 25,800 | D | |
| Restriced Stock Units ⁽⁶⁾ | (6) | 11/13/2006 | | M | | | 329 ⁽⁷⁾ | 11/13/2004 ⁽⁶⁾⁽⁸⁾ | (6)(8) | Class A Common Stock | 989 ⁽⁷⁾ | (6) | 660 ⁽⁷⁾ | D | |
| Restricted Stock Units ⁽⁶⁾ | (6) | 11/11/2006 | | M | | | 326 ⁽⁷⁾ | 11/11/2005 ⁽⁶⁾⁽⁹⁾ | (6)(9) | Class A Common Stock | 1,306 ⁽⁷⁾ | (6) | 980 ⁽⁷⁾ | D | |
| Restricted Stock Units ⁽¹⁰⁾ | (10) | | | | | | | (10)(11) | (10)(11) | Class A Common Stock | 3,050 ⁽⁷⁾ | | 3,050 ⁽⁷⁾ | D | |

Explanation of Responses:

- 1. 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 6). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.
- 2. Options granted pursuant to the Company's 1992 Stock Option Plan as incentive to remain in employ of the Company.
- 3. Fully exercisable
- 4. Options granted pursuant to the Company's 1998 Stock Option Plan as incentive to remain in employ of the Company.
- 5. Become exercisable as to 800 shares on each November 7, beginning November 7, 2003.
- 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. Includes dividend units accrued on Restricted Stock Units on April 7, 2006, July 10, 2006 and October 6, 2006.
- 8. 320 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
- 9. 320 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
- 10. Restricted Stock Units granted 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 vesting schedule.
- 11. (a) 25% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2006, (b) 50% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2007, and (c) the final 25% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2008. The 2006 payment will be all in cash, while each of the 2007 and 2008 payments will be half in cash, half in shares of the Company's Class A Common Stock.

Remarks:

Kathleen M. Tyrrell, Attorney-

** 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 11, 2005
/s/ Daniel A. Halftermeyer