SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Joyce Michael Joseph	**ALBANY INTERNATIONAL CORP /DE/** [**AIN**]	

1. Name and Address of Reporting Person*

Joyce Michael Joseph

(Last)   (First)   (Middle)

C/O ALBANY INTERNATIONAL CORP.

P.O. BOX 1907

(Street)

ALBANY   NY   12201-1907

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

ALBANY INTERNATIONAL CORP /DE/ [**AIN**]

3. Date of Earliest Transaction (Month/Day/Year)

11/11/2008

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Group Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Class A Common Stock								934	I	By 401(k)
Class A Common Stock[(1)]	11/11/2008		M		126	A	[(1)]	126[(1)]	D[(1)]	
Class A Common Stock[(1)]	11/11/2008		D		126	D	$17.47	0	D[(1)]	
Class A Common Stock[(1)]	11/11/2008		M		259	A	[(1)]	259[(1)]	D[(1)]	
Class A Common Stock[(1)]	11/11/2008		D		259	D	$17.47	0	D[(1)]	
Class A Common Stock[(1)]	11/11/2008		M		257	A	[(1)]	257[(1)]	D[(1)]	
Class A Common Stock[(1)]	11/11/2008		D		257	D	$17.47	0	D[(1)]	
Class A Common Stock[(1)]	11/13/2008		M		127	A	[(1)]	127[(1)]	D[(1)]	
Class A Common Stock[(1)]	11/13/2008		D		127	D	$17.06	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. 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				
Restricted Stock Units[(2)]	[(2)]	11/13/2008		M			127[(3)]	11/13/2004[(2)(4)]	[(2)(4)]	Class A Common Stock	127[(3)]	[(2)]	0	D	
Restricted Stock Units[(2)]	[(2)]	11/11/2008		M			126[(3)]	11/11/2005[(2)(5)]	[(2)(5)]	Class A Common Stock	252[(3)]	[(2)]	126[(3)]	D	
Restricted Stock Units[(2)]	[(2)]	11/11/2008		M			259[(3)]	11/11/2006[(2)(6)]	[(2)(6)]	Class A Common Stock	779[(3)]	[(2)]	520[(3)]	D	
Restricted Stock Units[(2)]	[(2)]	11/11/2008		M			257[(3)]	11/11/2007[(2)(7)]	[(2)(7)]	Class A Common Stock	1,028[(3)]	[(2)]	771[(3)]	D	
Restricted Stock Units[(8)]	[(8)]							[(8)(9)]	[(8)(9)]	Class A Common Stock	4,925[(3)]		4,925[(3)]	D	
Restricted Stock Units[(2)]	[(2)]							03/01/2011[(2)(10)]	[(2)(10)]	Class A Common Stock	27,347[(3)]		27,347[(3)]	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 2). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.

2. 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.

3. Includes dividend units accrued on Restricted Stock Units on April 7, 2008, July 8, 2008 and October 7, 2008.

4. 120 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.

5. 120 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.

6. 250 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2006.

7. 250 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2007.

8. Restricted Stock Units granted on February 15, 2008 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 settlement schedule.

9. 50% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2009, and the remaining reported units (plus related dividend units) will be settled and payable on our about March 1, 2010. Each of the 2009 and 2010 payments will be payable half in cash, half in shares of the Company's Class A Common Stock.

10. 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 6,750 Restricted Stock Units (plus related dividend units) vest on September 1, 2011; 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2012; and 6,750 Restricted Stock Units (plus related dividend units) vest on September 1, 2012.

Remarks:

Kathleen M. Tyrrell, Attorney-in-Fact	11/13/2008
** 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 March 1, 2007

/s/ Michael J. Joyce