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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1. Name and Address of Reporting Person* Peters Hartmut (Last) (First) (Middle)		Person*	2. Issuer Name and Ticker or Trading Symbol <u>ALBANY INTERNATIONAL CORP /DE/</u> [5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below)								
	Y INTERNATI	()	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2006	Senior Vice President								
P.O. BOX 19			11/23/2000									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)								
(Street)	NY	12201-1907		X Form filed by One Reporting Person								
	111	12201-1307	-	Form filed by More than One Reporting Person								
(City)	(State)	(Zip)										

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3. 4. Securities Acquired (A) or							5. Amount of	6. Ownership	7. Nature of	
	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	11/29/2006		М		560	A	\$10.5625	560	D	
Class A Common Stock	11/29/2006		М		1,400	A	\$20.45	1,960	D	
Class A Common Stock	11/29/2006		М		1,400	A	\$20.63	3,360	D	
Class A Common Stock	11/29/2006		S		3,360	D	\$31.38	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puis, cans, 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)		of Deri Secu Acq (A) (Disp of (E	osed)) tr. 3, 4	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 ⁽¹⁾	\$10.5625	11/29/2006		М			560	(2)	11/15/2020	Class A Common Stock	560	(1)	0	D	
Employee Stock Option ⁽¹⁾	\$20.45	11/29/2006		М			1,400	(2)	11/06/2021	Class A Common Stock	1,400	(1)	0	D	
Employee Stock Option ⁽¹⁾	\$20.63	11/29/2006		М			1,400	11/07/2003 ⁽³⁾	11/07/2022	Class A Common Stock	2,100	(1)	700	D	
Restricted Stock Units ⁽⁴⁾	(4)							11/13/2004 ⁽⁴⁾⁽⁵⁾	(4)(5)	Class A Common Stock	494		494	D	
Restricted Stock Units ⁽⁴⁾	(4)							11/11/2005 ⁽⁴⁾⁽⁶⁾	(4)(6)	Class A Common Stock	735		735	D	
Restricted Stock Units ⁽⁷⁾	(7)							(7)(8)	(7)(8)	Class A Common Stock	5,593		5,593	D	

Explanation of Responses:

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

2. Fully exercisable.

3. Becomes exercisable as to 700 shares on each November 7, beginning November 7, 2003.

4. 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.

5. 240 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.

6. 240 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.

7. 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.

8. (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-<u>11/30/2006</u>

<u>in-Fact</u> ** 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 June 26, 2006 /s/ Hartmut Peters