ALBANY INTERNATIONAL CORP /DE/

Form 4

November 14, 2005

								OMB A	PPROVAL		
FORM	1 4 UNITED STA					NGE (COMMISSION		3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligation	STATEMEN 6. r Filed pursua	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section						Expires: January 31, 2005 Estimated average burden hours per response 0.5			
may cont See Instru 1(b).	inue.	30(h) of the In	•	_)II			
(Print or Type I	Responses)										
1. Name and A NAHL MIC	Address of Reporting Pers CHAEL C	Symbol ALBAN	Name and IY INTER DE/ [AIN	RNATIO			5. Relationship of Issuer (Check	f Reporting Per			
		(First) (Middle) 3. Date of E (Month/Day 7 INTERNATIONAL 11/11/200					Director 10% Owner Officer (give title Other (specify below) Executive Vice President & CFO				
ALBANY, 1	(Street) NY 12201-1907	Filed(Mont			I		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zip)) Tabl	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)			3. Transactic Code (Instr. 8)		4 and (A) or	ed of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Class A Common Stock							1,431	I	by ESOP		
Class A Common Stock							2,302	D			
Class A Common Stock (1)	11/11/2005		M	1,515	A	<u>(1)</u>	1,515 <u>(1)</u>	D (1)			
Class A	11/11/2005		D	1,515	D	\$	0	D (1)			

Common Stock (1)

38.1

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Transactic Code (Instr. 8)	Secur Acqui (A) or	rivative ities ired rosed of . 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Class B Common Stock	(2)						(2)	(2)	Class A Common	1,05
Employee Stock Option (4)	\$ 15						02/09/1994(3)	02/09/2013	Class A Common	25,00
Employee Stock Option (4)	\$ 16.25						05/28/1994(3)	05/28/2013	Class A Common	25,00
Employee Stock Option (4)	\$ 18.75						05/11/1995 <u>(3)</u>	05/11/2014	Class A Common	25,00
Employee Stock Option (4)	\$ 22.25						05/18/1996 <u>(3)</u>	05/18/2015	Class A Common	25,00
Employee Stock Option (4)	\$ 22.25						05/14/1997(3)	05/14/2016	Class A Common	25,00
Employee Stock Option (4)	\$ 19.75						04/15/1998(3)	04/15/2017	Class A Common	25,00
Employee Stock Option (5)	\$ 25.5625						<u>(6)</u>	11/05/2017	Class A Common	250,0

Restricted Stock Units (7)	<u>(7)</u>				(7)(8)	(7)(8)	Class A Common Stock	7,644
Restricted Stock Units (7)	<u>(7)</u>	11/11/2005	M	1,515	(7)(10)	(7)(10)	Class A Common Stock	7,573

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NAHL MICHAEL C C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907

Executive Vice President & CFO

Signatures

Kathleen M. Tyrrell,

Attorney-in-Fact 11/14/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Deemed acquisition and disposition to the issuer of shares of stock underlying Restricted Stock Units. No shares were actually issued or disposed.
- (2) Convertible, on a share-for-share basis, into Class A Common Stock.
- (3) Fully exercisable.
- (4) Option granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- (5) Option granted in an exempt transaction as incentive to remain in employ of Company.

The option is not exercisable unless the market price of Class A Common Stock reaches \$48 per share while the optionee is employed by the Company or a subsidiary. When the target price is achieved, the option becomes exercisable as to a number of shares determined by multiplying 25,000 times the number of full years that have elapsed since the grant date. Thereafter, the option becomes exercisable

- as to an additional 25,000 shares on each anniversary of the grant date while the optionee remains an employee. In the event of termination of the optionee's employment, the option terminates as to all shares as to which it is not then exercisable, except that, in the case of voluntary termination after age 62, death, disability or involuntary termination, if the target price has been achieved prior to such termination, the option becomes exercisable, immediately prior to such termination, as to one-half of the shares as to which it is not then exercisable.
- 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
- (8) 1,500 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
- (9) Includes dividend units accrued on Restricted Stock Units on October 7, 2005.
- (10) 1,500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.