

Gaug Joseph M
Form 4
March 04, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gaug Joseph M

2. Issuer Name and Ticker or Trading Symbol
ALBANY INTERNATIONAL CORP /DE/ [AIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Assistant Secretary

C/O ALBANY INTERNATIONAL CORP., 216 AIRPORT DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ROCHESTER, NH 03867

(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) | 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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock | | | | | 1,140 | I | by 401(k) |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | M | 242 A \$ 0 ⁽¹⁾ | 242 ⁽¹⁾ | D ⁽¹⁾ | |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | D | 242 D \$ 69.56 | 0 | D ⁽¹⁾ | |
| Class A Common Stock | 03/01/2019 | | M | 301 A \$ 0 ⁽¹⁾ | 301 ⁽¹⁾ | D ⁽¹⁾ | |

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| | | | | | | | | |
|-------------------------------------|------------|--|---|-----|---|---------------------|--------------------|------------------|
| Common Stock ⁽¹⁾ | | | | | | | | |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | D | 301 | D | \$ 69.56 | 0 | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | M | 358 | A | \$ 0 ⁽¹⁾ | 358 ⁽¹⁾ | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | D | 358 | D | \$ 69.56 | 0 | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | M | 324 | A | \$ 0 ⁽¹⁾ | 324 ⁽¹⁾ | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | D | 324 | D | \$ 69.56 | 0 | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | M | 439 | A | \$ 0 ⁽¹⁾ | 439 ⁽¹⁾ | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 03/01/2019 | | D | 439 | D | \$ 69.56 | 0 | D ⁽¹⁾ |

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

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(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. 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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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- (8) Phantom Stock Units granted on February 22, 2018 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.
- (9) 324 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2018.
- (10) 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 on Class A Common Stock at the time of vesting.
- (11) 439 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2019.

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

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