ALBANY INTERNATIONAL CORP /DE/ Form 4 February 16, 2006 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION 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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

1. Name and Address of Reporting Person <u>*</u> Halftermeyer Daniel A			Symbol ALBA	NY INT	nd Ticker or Trading		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				/DE/ [A	-				,	
	^(First) ANY INTERNA O. BOX 1907	(Middle)		'Day/Year	Transaction)		below)	give title Ot below) oup Vice Preside	her (specify	
	(Street)		4. If Am	nendment,	Date Original		6. Individual or	r Joint/Group Fil	ing(Check	
			Filed(Me	onth/Day/Y	ear)		Applicable Line) _X_ Form filed b	by One Reporting I	Person	
ALBANY,	, NY 12201-190	7					Form filed b Person	y More than One F	Reporting	
(City)	(State)	(Zip)	Tal	ble I - Noi	n-Derivative Securities	s Acqu	iired, Disposed	l of, or Beneficia	ally Owned	
1.Title of Security	2. Transaction Da (Month/Day/Year			3. Transaci	4. Securities		Amount of curities	6. Ownership Form: Direct	7. Nature of Indirect	

Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or Indirect	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
					Reported		
				(A)	Transaction(s)		
				or	(Instr. 3 and 4)		
			Code V	Amount (D) Price	`		

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and Expiration	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Date	Underlying Securit

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3235-0287

January 31,

2005

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Number:

Expires:

response...

Estimated average

burden hours per

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and	4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amc or Num of Shar
Employee Stock Option (1)	\$ 18.625				(2)	05/14/2012	Class A Common Stock	1,0
Employee Stock Option (1)	\$ 16.25				(2)	05/28/2013	Class A Common Stock	1,0
Employee Stock Option (1)	\$ 18.75				(2)	05/11/2014	Class A Common Stock	1,0
Employee Stock Option (1)	\$ 22.25				(2)	05/18/2015	Class A Common Stock	1,5
Employee Stock Option (1)	\$ 22.25				(2)	05/14/2016	Class A Common Stock	2,0
Employee Stock Option (1)	\$ 19.75				(2)	04/15/2017	Class A Common Stock	2,0
Employee Stock Option (3)	\$ 19.375				(2)	11/04/2018	Class A Common Stock	2,5
Employee Stock Option (3)	\$ 15.6875				(2)	11/09/2019	Class A Common Stock	4,0
Employee Stock Option (3)	\$ 10.5625				11/15/2001 <u>(2)</u>	11/15/2020	Class A Common Stock	2,8
Employee Stock Option (3)	\$ 20.45				11/06/2002(4)	11/06/2021	Class A Common Stock	4,0
Employee Stock Option (3)	\$ 20.63				11/07/2003(5)	11/07/2022	Class A Common Stock	4,0
Restriced	<u>(6)</u>				11/13/2004(6)(7)	(6)(7)	Class A	981

Stock Units <u>(6)</u>							Common Stock	
Restricted Stock Units <u>(6)</u>	<u>(6)</u>				11/11/2005(6)(9)	(6)(9)	Class A Common Stock	1,2 <u>(</u> 8
Restricted Stock Units (10)	<u>(10)</u>	02/15/2006	А	4,034 (11)	(10)(12)	(10)(12)	Class A Common Stock	4,0 <u>(1</u>

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Halftermeyer Daniel A C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907			Group Vice President	
Signatures				

Kathleen M. Tyrrell, 02/16/2006 Attorney-in-Fact

**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) Options granted pursuant to the Company's 1992 Stock Option Plan as incentive to remain in employ of the Company.
- Fully exercisable. (2)
- (3) Options granted pursuant to the Company's 1998 Stock Option Plan as incentive to remain in employ of the Company.
- Become exercisable as to 800 shares on each November 6, beginning November 6, 2002. (4)
- (5) Become exercisable as to 800 shares on each November 7, beginning November 7, 2003.

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

- (6) 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.
- 320 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004. (7)
- Includes dividend units accrued on Restricted Stock Units on January 9, 2006. (8)
- (9) 320 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
- Restricted Stock Units granted pursuant to the Albany International Corp. 2005 Incentive Plan (the "Incentive Plan"). Each Restricted (10)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) Includes 9 dividend units accrued on Restricted Stock Units on January 9, 2006.
- (12) (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.

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