

ALBANY INTERNATIONAL CORP /DE/

Form 4

April 04, 2005

**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 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BACON MICHEL J**

(Last) (First) (Middle)

**C/O ALBANY INTERNATIONAL  
CORP., P.O. BOX 1907**

(Street)

**ALBANY, NY 12201**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/01/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Group Vice President - Europe

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
| Class A<br>Common<br>Stock            |                                         |                                                             | Code V                                  | Amount                                                                     | Price                                                                                                              | 1,603                                                                | I by ESOP                                                         |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            |                                                                                                                    | 202                                                                  | D                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Employee<br>Stock<br>Option <sup>(1)</sup>          | \$ 15.6875                                                         |                                         |                                                             |                                      |                                                                                                                    | 11/09/2000 <sup>(2)</sup> 04/01/2010                           | Class A<br>Common                                                   | 3,000                                  |
| Employee<br>Stock<br>Option <sup>(1)</sup>          | \$ 10.5625                                                         |                                         |                                                             |                                      |                                                                                                                    | 11/15/2001 <sup>(2)</sup> 04/01/2010                           | Class A<br>Common                                                   | 8,000<br><sup>(3)</sup>                |
| Employee<br>Stock<br>Option <sup>(1)</sup>          | \$ 20.45                                                           |                                         |                                                             |                                      |                                                                                                                    | 11/06/2002 <sup>(2)</sup> 04/01/2010                           | Class A<br>Common                                                   | 12,000<br><sup>(4)</sup>               |
| Employee<br>Stock<br>Option <sup>(1)</sup>          | \$ 20.63                                                           |                                         |                                                             |                                      |                                                                                                                    | 11/07/2003 <sup>(2)</sup> 04/01/2010                           | Class A<br>Common                                                   | 8,000<br><sup>(5)</sup>                |
| Restricted<br>Stock<br>Units <sup>(6)</sup>         | <sup>(6)</sup>                                                     |                                         |                                                             |                                      |                                                                                                                    | <sup>(6)</sup> <sup>(6)</sup>                                  | Class A<br>Common<br>Stock                                          | 0 <sup>(7)</sup>                       |

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director 10% Owner Officer Other

BACON MICHEL J  
C/O ALBANY INTERNATIONAL CORP.  
P.O. BOX 1907  
ALBANY, NY 12201

Group Vice President - Europe

## Signatures

Kathleen M. Tyrrell,  
Attorney-in-Fact

04/04/2005

\_\_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) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (2) Fully exercisable.
- (3) Reflects termination of 2,000 options pursuant to the Company's 1998 Stock Option Plan upon the April 1, 2005 retirement of reporting person.
- (4) Reflects termination of 8,000 options pursuant to the Company's 1998 Stock Option Plan upon the April 1, 2005 retirement of reporting person.
- (5) Reflects termination of 12,000 options pursuant to the Company's 1998 Stock Option Plan upon the April 1, 2005 retirement of reporting person.  
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.
- (7) Reflects forfeiture of 6,071 Restricted Stock Units pursuant to the Restricted Stock Unit Plan upon the April 1, 2005 retirement of reporting person.

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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