

Hansen Robert Alan  
 Form 4  
 March 05, 2012

**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 \*  
 Hansen Robert Alan

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior Vice President & CTO

(Last) (First) (Middle)  
 C/O ALBANY INTERNATIONAL  
 CORP., 216 AIRPORT DRIVE,  
 UNIT 1

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/01/2012

(Street)  
 ROCHESTER, NH 03867

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock            |                                      |  |                                | (A)   | 8,609   | I  | By 401(k)                         |
| Class A Common Stock            | 03/01/2012                           |  | M                              | 839 <sup>(1)</sup> A \$ 0   | 7,246   | D  |                                   |
| Class A Common Stock            | 03/01/2012                           |  | A                              | 924 <sup>(2)</sup> A \$ 0   | 8,170   | D  |                                   |

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|   |            |   |                    |   |                |                      |                  |
|---|------------|---|--------------------|---|----------------|----------------------|------------------|
| Class A<br>Common<br>Stock                | 03/01/2012 | F | 544 <sup>(3)</sup> | D | \$ 23.9        | 7,626                | D                |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 03/01/2012 | M | 6,668              | A | <del>(4)</del> | 6,668 <sup>(4)</sup> | D <sup>(4)</sup> |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 03/01/2012 | D | 6,668              | D | \$<br>24.38    | 0                    | D <sup>(4)</sup> |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 03/01/2012 | M | 839                | A | <del>(4)</del> | 839 <sup>(4)</sup>   | D <sup>(4)</sup> |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 03/01/2012 | D | 839                | D | \$<br>23.54    | 0                    | D <sup>(4)</sup> |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |    |
| Employee Stock Option <sup>(5)</sup>       | \$ 19.375  |                                      |  |                                |   | <sup>(6)</sup>   | 11/04/2018  | Class A<br>Common<br>Stock | 15 |
| Employee Stock Option <sup>(7)</sup>       | \$ 15.6875   |                                      |  |                                |   | <sup>(6)</sup>   | 11/09/2019  | Class A<br>Common<br>Stock | 20 |
| Employee Stock Option <sup>(7)</sup>       | \$ 10.5625   |                                      |  |                                |   | <sup>(6)</sup>   | 11/15/2020  | Class A<br>Common<br>Stock | 45 |
|  | \$ 20.45   |                                      |  |                                |   | <sup>(6)</sup>   | 11/06/2021  |                            | 60 |



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- (9) 6,000 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 6,000 Restricted Stock Units (plus related dividend units) vest on September 1, 2011; 6,000 Restricted Stock Units (plus related dividend units) vest on March 1, 2012; and 6,000 Restricted Stock Units (plus related dividend units) vest on September 1, 2012.
- (10) Includes dividend units accrued on Restricted Stock Units on January 10, 2012.
- (11) Restricted Stock Units granted on February 25, 2010 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 settlement schedule.
- (12) Reflects settlement (half in cash, half in shares of the Company's Class A Common Stock) on March 1, 2012.

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.