

POLT DIETER

Form 4

November 14, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
POLT DIETER

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) below)
Group Vice President

(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

ALBANY, NY 12201-1907

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock ⁽¹⁾	11/11/2005		M		747	A	<u>(1)</u>	747 <u>(1)</u>	D <u>(1)</u>	
Class A Common Stock ⁽¹⁾	11/11/2005		D		747	D	\$ 38.1	0	D <u>(1)</u>	
Class A Common Stock ⁽¹⁾	11/13/2005		M		754	A	<u>(1)</u>	754 <u>(1)</u>	D <u>(1)</u>	
Class A	11/13/2005		D		754	D	\$	0	D ⁽¹⁾	

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Common Stock ⁽¹⁾ 38.1

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option ⁽²⁾	\$ 20.45					11/06/2002 ⁽³⁾ 11/06/2021	Class A Common 5,000
Employee Stock Option ⁽²⁾	\$ 20.63					11/07/2003 ⁽⁴⁾ 11/07/2022	Class A Common 5,000
Restricted Stock Units ⁽⁵⁾	<u>(5)</u>	11/13/2005		M	754	<u>(5)(6)</u> <u>(5)(6)</u>	Class A Common Stock 3,017 ⁽⁷⁾
Restricted Stock Units ⁽⁵⁾	<u>(5)</u>	11/11/2005		M	747	<u>(5)(8)</u> <u>(5)(8)</u>	Class A Common Stock 3,736 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POLT DIETER C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907	Group Vice President

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 Restrictd Stock Units. No shares were actually issued or disposed.
- (2) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (3) Become exercisable as to 1,000 shares on each November 6, beginning November 6, 2002.
- (4) Become exercisable as to 1,000 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 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.
- (5)
 - (6) 740 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 5, 2005, April 5, 2005, July 8, 2005 and October 7, 2005.
 - (8) 740 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. 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.