

ALBANY INTERNATIONAL CORP /DE/

Form 4

January 22, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Madden David B

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)
01/21/2009

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
V.P.- Special Projects

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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)
				(A) or (D)			
				Code V Amount (D) Price			
Class A Common Stock					3,636	I	by 401(k)
Class A Common Stock					648	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
required to respond unless the form
displays a currently valid OMB control**

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 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 <u>(1)</u>	\$ 19.375					<u>(2)</u>	11/04/2018	Class A Common Stock	1,000
Employee Stock Option <u>(1)</u>	\$ 15.6875					<u>(2)</u>	11/09/2019	Class A Common Stock	1,500
Employee Stock Option <u>(1)</u>	\$ 10.5625					<u>(2)</u>	11/15/2020	Class A Common Stock	1,200
Employee Stock Option <u>(1)</u>	\$ 20.45					<u>(2)</u>	11/06/2021	Class A Common Stock	1,500
Employee Stock Option <u>(1)</u>	\$ 20.63					<u>(2)</u>	11/07/2022	Class A Common Stock	1,500
Restricted Stock Units <u>(3)</u>	<u>(3)</u>					11/11/2005 <u>(3)(4)</u>	<u>(3)(4)</u>	Class A Common Stock	169 <u>(5)</u>
Restricted Stock Units <u>(3)</u>	<u>(3)</u>					11/11/2006 <u>(3)(6)</u>	<u>(3)(6)</u>	Class A Common Stock	524 <u>(5)</u>
Restricted Stock Units <u>(7)</u>	<u>(7)</u>					<u>(7)(8)</u>	<u>(7)(8)</u>	Class A Common Stock	662 <u>(5)</u>
Restricted Stock Units <u>(9)</u>	<u>(9)</u>					<u>(9)(10)</u>	<u>(9)(10)</u>	Class A Common Stock	4,968 <u>(5)</u>
	<u>(3)</u>					03/01/2011 <u>(3)(11)</u>	<u>(3)(11)</u>		

Restricted
Stock
Units ⁽³⁾

Class A 27,58
Common ⁽⁵⁾
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Madden David B C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907	V.P.- Special Projects

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact
01/22/2009

__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 1998 Stock Option Plan as incentive to remain in employ of the Company.
- (2) Fully exercisable.
- (3) 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.
- (4) 160 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
- (5) Includes dividend units accrued on Restricted Stock Units on January 8, 2009.
- (6) 250 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2006.
- (7) Restricted Stock Units granted on February 16, 2007 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.
- (8) The remaining reported units (plus related dividend units) will be settled and payable on or about March 1, 2009, half in cash, half in shares of the Company's Class A Common Stock.
- (9) Restricted Stock Units granted on February 15, 2008 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.
- (10) Two-thirds of the remaining reported units (plus related dividend units) will be settled and payable on or about March 1, 2009, and the balance of the remaining reported units (plus related dividend units) will be settled and payable on or about March 1, 2010. Each of the 2009 and 2010 payments will be half in cash, half in shares of the Company's Class A Common Stock.
- (11) 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 6,750 Restricted Stock Units (plus related dividend units) vest on September 1, 2011; 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2012; and 6,750 Restricted Stock Units (plus related dividend units) vest on September 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.