

Cozzolino John B
Form 4
March 03, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Cozzolino John 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)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

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

02/27/2009

VP- Corporate Treasurer

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | | | | | | 948 | I By 401(k) |
| Class A Common Stock | 02/27/2009 | | A | 1,452 | A | \$ 0 1,452 | D |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Employee Stock Option ⁽¹⁾ | \$ 20.63 | | | | | ⁽²⁾ 11/07/2022 | Class A Common | 300 |
| Restricted Stock Units ⁽³⁾ | ⁽³⁾ | | | | | 11/11/2005 ⁽³⁾⁽⁴⁾ ⁽³⁾⁽⁴⁾ | Class A Common Stock | 95 |
| Restricted Stock Units ⁽³⁾ | ⁽³⁾ | | | | | 11/11/2006 ⁽³⁾⁽⁵⁾ ⁽³⁾⁽⁵⁾ | Class A Common Stock | 189 |
| Restricted Stock Units ⁽³⁾ | ⁽³⁾ | | | | | 11/11/2007 ⁽³⁾⁽⁶⁾ ⁽³⁾⁽⁶⁾ | Class A Common Stock | 404 |
| Restricted Stock Units ⁽³⁾ | ⁽³⁾ | | | | | 11/11/2008 ⁽³⁾⁽⁷⁾ ⁽³⁾⁽⁷⁾ | Class A Common Stock | 615 |
| Restricted Stock Units ⁽³⁾ | ⁽³⁾ | | | | | 11/11/2009 ⁽³⁾⁽⁸⁾ ⁽³⁾⁽⁸⁾ | Class A Common Stock | 757 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cozzolino John B C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907 | | | VP- Corporate Treasurer | |

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

03/03/2009

__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) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of 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) 90 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
- (5) 90 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2006.
- (6) 130 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2007.
- (7) 150 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2008.
- (8) 150 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2009.

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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