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ALBANY INTERNATIONAL CORP /DE/ Form 4 November 13, 2008

| | _ | | | | | | | | | | |
|---|---|--|---|--|---|------------------------------|---|--|---|---|--|
| FORM | 14 UNITED | STATES | SECUR | RITIES A | ND EX | СНА | NGE (| COMMISSION | | PPROVAL | |
| | | 0111110 | | shington, | | | | | Number: | 3235-0287 | |
| Check th if no lon | ger | | | | | | | Expires: | January 31, | | |
| subject to Section 2 Form 4 c | l6. | 1ENT OF | F CHAN | NERSHIP OF | Estimated a burden hou | irs per | | | | | |
| Form 5 obligatio may con <i>See</i> Instr 1(b). | Filed pur ns tinue. Section 17(| a) of the H | Public U | | ding Cor | npan | y Act of | e Act of 1934, f 1935 or Sectio 40 | response n | 0.5 | |
| (Print or Type | Responses) | | | | | | | | | | |
| | Address of Reporting | Person <u>*</u> | Symbol | r Name and | | | - | 5. Relationship of Issuer | Reporting Per | son(s) to | |
| | | | | JY INTE DE/ [AIN | | DNAI | | (Check all applicable) | | | |
| (Last) (First) (Middle) C/O ALBANY INTERNATIONAL | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/11/2008 | | | | | _X_Director10% Owner Officer (give titleOther (specify below) below) | | | |
| CORP., P.C | D. BOX 1907 | | | | | | | | | | |
| Filed(Month/Day/Year) Applicable Line) _X_Form filed by | | | | | | | Applicable Line) _X_ Form filed by 0 | oint/Group Filing(Check One Reporting Person More than One Reporting | | | |
| ALBANY, | NY 12201-1907 | | | | | | | Person | | 8 | |
| (City) | (State) | (Zip) | Tabl | e I - Non-E | Derivative | Secur | rities Acq | uired, Disposed of | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | e 2A. Deem Execution any (Month/D | n Date, if | 3. Transactio Code (Instr. 8) Code V | 4. Securi on(A) or D (Instr. 3, Amount | ispose 4 and (A) or | d of (D) | 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) | |
| Class A Common Stock | | | | | | | | 6,595 | D | | |
| Class A Common Stock | | | | | | | | 306 | Ι | by ESOP | |
| Class A Common Stock | | | | | | | | 818 | Ι | By spouse's ESOP (1) | |
| Class A | 11/11/2008 | | | Μ | 63 | А | <u>(2)</u> | 63 <u>(2)</u> | I (2) | Granted to | |

| Common Stock (2) | | | | | | | | spouse of reporting person |
|--------------------------------|------------|---|-----|---|-------------|----------------|--------------|--|
| Class A Common Stock (2) | 11/11/2008 | D | 63 | D | \$ 17.47 | 0 | I <u>(2)</u> | Granted to spouse of reporting person |
| Class A Common Stock (2) | 11/11/2008 | М | 104 | A | <u>(2)</u> | 104 <u>(2)</u> | I <u>(2)</u> | Granted to spouse of reporting person |
| Class A Common Stock (2) | 11/11/2008 | D | 104 | D | \$ 17.47 | 0 | I <u>(2)</u> | Granted to spouse of reporting person |
| Class A Common Stock (2) | 11/11/2008 | М | 103 | А | <u>(2)</u> | 103 <u>(2)</u> | I <u>(2)</u> | Granted to spouse of reporting person |
| Class A Common Stock (2) | 11/11/2008 | D | 103 | D | \$ 17.47 | 0 | I <u>(2)</u> | Granted to spouse of reporting person |
| Class A Common Stock (2) | 11/11/2008 | М | 102 | А | (2) | 102 <u>(2)</u> | I <u>(2)</u> | Granted to spouse of reporting person |
| Class A Common Stock (2) | 11/11/2008 | D | 102 | D | \$ 17.47 | 0 | I <u>(2)</u> | Granted to spouse of reporting person |

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 number. 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------------------|------------|------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if Transaction | | onof | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Securities | | |
| | Derivative | | | | Acquired | | |
| | Security | | | | (A) or | | |
| | | | | | Disposed | | |

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| | | | | | of (E (Instr and S | r. 3, 4, | | | | |
|----------------------------------|------------|------------|------|---|--------------------------|------------|--------------------------------------|--------------------|----------------------------|--------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount o Number o Shares |
| Class B Common Stock | <u>(3)</u> | | | | | | <u>(3)</u> | (3) | Class A Common Stock | 1,704 |
| Class B Common Stock | <u>(3)</u> | | | | | | <u>(3)</u> | (3) | Class A Common Stock | 120,000 |
| Class B Common Stock | <u>(3)</u> | | | | | | <u>(3)</u> | (3) | Class A Common Stock | 10,700 |
| Class B Common Stock | <u>(3)</u> | | | | | | <u>(3)</u> | (3) | Class A Common Stock | 151,318 |
| Restricted Stock Units (7) | <u>(7)</u> | 11/11/2008 | М | | | 63 (8) | 11/11/2005 <u>(7)(9)</u> | <u>(7)(9)</u> | Class A Common Stock | 125 <u>(8)</u> |
| Restricted Stock Units (7) | <u>(7)</u> | 11/11/2008 | М | | | 104 (8) | 11/11/2006 <u>(⁷⁾⁽¹⁰⁾</u> | (7)(10) | Class A Common Stock | 312 <u>(8)</u> |
| Restricted Stock Units (7) | (7) | 11/11/2008 | М | | | 103 (8) | 11/11/2007 <u>(7)(11)</u> | (7)(11) | Class A Common Stock | 411 <u>(8)</u> |
| Restricted Stock Units (7) | <u>(7)</u> | 11/11/2008 | М | | | 102 (8) | 11/11/2008(7)(12) | (7)(12) | Class A Common Stock | 508 <u>(8)</u> |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | |
|---|------------|------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STANDISH CHRISTINE L C/O ALBANY INTERNATIONAL CORF P.O. BOX 1907 ALBANY, NY 12201-1907 | Р. X | | | |
| Signatures | | | | |
| Kathleen M. Tyrrell, Attorney-in-Fact | 11/13/2008 | | | |
| **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).
- Owned by Christopher Wilk, husband of reporting person. Ms. Standish disclaims beneficial ownership of these shares. (1)

Deemed acquisition and disposition to the issuer of shares of stock underlying Restricted Stock Units granted to Christopher Wilk, husband of reporting person, upon automatic vesting and cash settlement of such Units (see footnote 7). No shares were actually issued (2) to the reporting person, nor did the reporting person dispose of any shares.

- Convertible, on a share-for-share basis, into shares of the Company's Class A Common Stock. (3)
- (4) Held by the Christine L. Standish Delta Trust. Ms. Standish disclaims beneficial ownership of such shares.
- (5) Held by the Christine L. Standish Gift Trust. Ms. Standish disclaims beneficial ownership of such shares.
- Held by Standish Delta Trust, a trust of which Ms. Standish is a beneficiary and as to which she shares voting and investment power. (6)

Restricted Stock Units granted to Christopher Wilk, husband of reporting person, 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

- (7) 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. Ms. Standish disclaims beneficial ownership of such stock units.
- Includes dividend units accrued on Restricted Stock Units on January 8, 2008, April 7, 2008, July 8, 2008 and October 7, 2008. (8)
- (9) 60 Restriced Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
- (10) 100 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2006.
- (11) 100 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2007.
- (12) 100 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2008.

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.