

ALBANY INTERNATIONAL CORP /DE/
Form 4
May 16, 2012

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 *
CHOLMONDELEY PAULA H

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)
05/14/2012

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

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)
 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)
				Code V	Amount	(A) or (D)	Price
Class A Common Stock	05/14/2012		S ⁽¹⁾	2,500	D	19.83	10,266
							<u>(2)</u>
Class A Common Stock	05/14/2012		S ⁽¹⁾	100	D	19.84	10,166 ⁽³⁾
							<u>(2)</u>
Class A Common Stock	05/14/2012		P ⁽⁴⁾	2,600	A	19.83	4,828 ⁽⁵⁾
							<u>(2)</u>
						I	by 401(k)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHOLMONDELEY PAULA H C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907		X		

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact
Date: 05/16/2012

**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) Proceeds from the sale were contributed by the reporting person to a 401(k) plan for the benefit of the reporting person.
The purchase and sale transactions were matchable under Section 16(b) of the Securities Exchange Act of 1934. The reporting person had earlier agreed to pay to the Issuer, no later than the settlement of the purchase, the full amount of any profit realized in connection with such short-swing transactions, less transaction costs. As the cost of the shares purchased in each case exceeded the proceeds (net of direct transaction costs) from the shares sold, there were no short-swing profits.
 - (2) Includes 777 shares acquired pursuant to a dividend reinvestment plan.
 - (3) Purchase of shares by the reporting person's 401(k) plan, using contributed proceeds of sale transaction in Note (1). (Sale and purchase of shares required because contribution of shares directly not permitted under the terms fo the plan.) Shares held by the plan deemed

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beneficially owned by the reporting person. The total number of shares beneficially owned by the reporting person was not changed as the result of these transactions.

(5) Includes 176 shares acquired pursuant to a dividend reinvestment plan.

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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