

ALBANY INTERNATIONAL CORP /DE/
 Form 4
 March 05, 2013

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 *
POLUMBO RALPH M

(Last) (First) (Middle)

C/O ALBANY INTERNATIONAL CORP., 216 AIRPORT DRIVE, UNIT 1

(Street)

ROCHESTER, NH 03867

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALBANY INTERNATIONAL CORP /DE/ [AIN]

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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					867	I	By 401(k)
Class A Common Stock	03/01/2013		A		<u>6,176</u> ⁽¹⁾	A	\$ 0 23,948
Class A Common Stock	03/01/2013		A		<u>8,321</u> ⁽²⁾	A	\$ 0 32,269

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- (1) Shares distributed pursuant to an Annual Performance Bonus Award made under the Albany International Corp. 2011 Incentive Plan (the "Incentive Plan").
- (2) Shares distributed pursuant to a Multi-Year Performance Bonus Award made under the Albany International Corp. 2005 Incentive Plan.
- (3) Shares withheld to satisfy the tax liability in connection with the acquisition described above.
- (4) Includes 1,257 shares acquired pursuant to a dividend reinvestment plan.
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) 19,889 Restricted Stock Units (plus related dividend units) vest on January 1, 2015; and 19,889 Restricted Stock Units (plus related dividend units) will vest on January 1, 2017.
- (6) Includes dividend units accrued on Restricted Stock Units on October 5, 2012 and December 21, 2012.

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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