

Hansen Robert Alan
Form 4
March 03, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hansen Robert Alan

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)

Senior Vice President & CTO

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 | | | | | 7,530 | I | By 401(k) |
| Class A Common Stock | 03/01/2010 | | M | 1,442 ⁽¹⁾ A \$ 0 | 4,561 | D | |
| Class A Common Stock | 03/01/2010 | | F | 445 ⁽²⁾ D \$ 20.1 | 4,116 | D | |
| Class A Common Stock | 03/01/2010 | | M | 1,596 A ⁽³⁾ | 1,596 ⁽³⁾ | D ⁽³⁾ | |

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| | | | | | | | | |
|-------------------------------------|------------|--|---|-------|---|----------------|----------------------|------------------|
| Common Stock ⁽³⁾ | | | | | | | | |
| Class A Common Stock ⁽³⁾ | 03/01/2010 | | D | 1,596 | D | \$ 20.03 | 0 | D ⁽³⁾ |
| Class A Common Stock ⁽³⁾ | 03/01/2010 | | M | 1,442 | A | ⁽³⁾ | 1,442 ⁽³⁾ | D ⁽³⁾ |
| Class A Common Stock ⁽³⁾ | 03/01/2010 | | D | 1,442 | D | \$ 22.11 | 0 | D ⁽³⁾ |
| Class A Common Stock ⁽³⁾ | 03/01/2010 | | M | 1,604 | A | ⁽³⁾ | 1,604 ⁽³⁾ | D ⁽³⁾ |
| Class A Common Stock ⁽³⁾ | 03/01/2010 | | D | 1,604 | D | \$ 22.11 | 0 | D ⁽³⁾ |

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 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 Security (Instr. 3 and 4) | Am or Nur of S | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option ⁽⁴⁾ | \$ 19.375 | | | | | ⁽⁵⁾ | 11/04/2018 | Class A Common Stock | 1 |
| Employee Stock Option ⁽⁶⁾ | \$ 15.6875 | | | | | ⁽⁵⁾ | 11/09/2019 | Class A Common Stock | 2 |
| Employee Stock | \$ 10.5625 | | | | | ⁽⁵⁾ | 11/15/2020 | Class A Common | 4 |

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) Shares distributed upon partial settlement of Restricted Stock Units previously granted pursuant to the Albany International Corp. 2005 Incentive Plan (see footnote 12).
- (2) Shares withheld to satisfy the tax liability in connection with the acquisition described above.
- (3) Deemed acquisition and disposition to the issuer of shares of stock underlying Restricted Stock Units upon automatic vesting and cash settlement of such Units (see footnotes 7, 12 and 14). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.
- (4) Options granted pursuant to the Company's 1992 Stock Option Plan as incentive to remain in employ of the Company.
- (5) Fully exercisable.
- (6) Options granted pursuant to the Company's 1998 Stock Option Plan as incentive to remain in employ of the Company.
- (7) 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.
- (8) 150 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2006.
- (9) 300 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2007.
- (10) 3,000 Restricted Stock Units (plus related dividend units) vest on March 1, 2009; and 1,500 Restricted Stock Units (plus related dividend units) vest on March 1, 2010.
- (11) 6,000 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 6,000 Restricted Stock Units (plus related dividend units) vest on September 1, 2011; 6,000 Restricted Stock Units (plus related dividend units) vest on March 1, 2012; and 6,000 Restricted Stock Units (plus related dividend units) vest on September 1, 2012.
- (12) Restricted Stock Units granted on February 27, 2009 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.
- (13) Reflects settlement (half in cash, half in shares of the Company's Class A Common Stock) of two-thirds of the reported units on March 1, 2010. The remaining reported units (plus related dividend units) will be settled and payable on or about March 1, 2011, half in cash, half in shares of the Company's Class A Common Stock.
- (14) Restricted Stock Units granted on February 25, 2010 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.
- (15) Reflects settlement in cash of 25% of the reported units (plus related dividend units) on March 1, 2010. 50% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2011, and the final 25% of the reported units (plus related dividend units) will be settled and payable on our about March 1, 2012. Each of the 2011 and 2012 payments will be half in cash, half in shares of the Company's Class A Common Stock.

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.