

ALBANY INTERNATIONAL CORP /DE/

Form 4

February 16, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCARTHY WILLIAM M

(Last) (First) (Middle)

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

(Street)

ALBANY, NY 12201-1907

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock			Code V	Amount (D) Price	2,300	I	by ESOP

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽¹⁾	\$ 22.25							05/18/1996 ⁽²⁾	05/18/2015	Class A Common	2,500
Employee Stock Option ⁽¹⁾	\$ 22.25							05/14/1997 ⁽²⁾	05/14/2016	Class A Common	5,000
Employee Stock Option ⁽¹⁾	\$ 19.375							11/04/1999 ⁽²⁾	11/04/2018	Class A Common	15,000
Employee Stock Option ⁽³⁾	\$ 15.6875							11/09/2000 ⁽²⁾	11/09/2019	Class A Common	15,000
Employee Stock Option ⁽³⁾	\$ 10.5625							11/15/2001 ⁽²⁾	11/15/2020	Class A Common	10,000
Employee Stock Option ⁽³⁾	\$ 20.45							11/06/2002 ⁽⁴⁾	11/06/2021	Class A Common	20,000
Employee Stock Option ⁽³⁾	\$ 20.63							11/07/2003 ⁽⁵⁾	11/07/2022	Class A Common	20,000
Restricted Stock Units ⁽⁶⁾	⁽⁶⁾							⁽⁶⁾⁽⁷⁾	⁽⁶⁾⁽⁷⁾	Class A Common Stock	4,590 ⁽⁸⁾
Restricted Stock Units ⁽⁶⁾	⁽⁶⁾							⁽⁶⁾⁽⁹⁾	⁽⁶⁾⁽⁹⁾	Class A Common Stock	6,070 ⁽⁸⁾
Restricted Stock Units ⁽¹⁰⁾	⁽¹⁰⁾	02/15/2006		A		18,964 ⁽¹¹⁾		⁽¹⁰⁾⁽¹²⁾	⁽¹⁰⁾⁽¹²⁾	Class A Common Stock	18,964 ⁽¹¹⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

MCCARTHY WILLIAM M
C/O ALBANY INTERNATIONAL CORP.
P.O. BOX 1907
ALBANY, NY 12201-1907

Executive Vice President

Signatures

Kathleen M. Tyrrell,
Attorney-in-fact

02/16/2006

 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) Options granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- (2) Fully exercisable.
- (3) Options granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (4) Become exercisable as to 4,000 shares on each November 6, beginning November 6, 2002.
- (5) Become exercisable as to 4,000 shares on each November 7, beginning November 7, 2003.
- (6) 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.
- (7) 1,500 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
- (8) Includes dividend units accrued on Restricted Stock Units on January 9, 2006.
- (9) 1,500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
- (10) Restricted Stock Units granted 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 vesting schedule.
- (11) Includes 44 dividend units accrued on Restricted Stock Units on January 9, 2006.
- (12) (a) 25% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2006, (b) 50% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2007, and (c) the final 25% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2008. The 2006 payment will be all in cash, while each of the 2007 and 2008 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.