

Cozzolino John B
Form 4
November 12, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cozzolino John B

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)
11/11/2009

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP- Corporate Treasurer

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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)	Price		
Class A Common Stock				Code V Amount (D)		1,760	I By 401(k)
Class A Common Stock						1,452	D
Class A Common Stock ⁽¹⁾	11/11/2009		M	98 A <u>(1)</u>	98 <u>(1)</u>	D <u>(1)</u>	
Class A	11/11/2009		D	98 D \$	0	D <u>(1)</u>	

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Common Stock ⁽¹⁾						19.39		
Class A Common Stock ⁽¹⁾	11/11/2009	M	98	A	<u>(1)</u>	98 ⁽¹⁾		D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2009	D	98	D	\$ 19.39	0		D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2009	M	139	A	<u>(1)</u>	139 ⁽¹⁾		D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2009	D	139	D	\$ 19.39	0		D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2009	M	159	A	<u>(1)</u>	159 ⁽¹⁾		D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2009	D	159	D	\$ 19.39	0		D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2009	M	156	A	<u>(1)</u>	156 ⁽¹⁾		D ⁽¹⁾
Class A Common Stock ⁽¹⁾	11/11/2009	D	156	D	\$ 19.39	0		D ⁽¹⁾

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount

Employee Stock Option ⁽²⁾	\$ 20.63				⁽³⁾	11/07/2022	Class A Common
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾	11/11/2009	M	98	11/11/2005 ⁽⁴⁾⁽⁵⁾	⁽⁴⁾⁽⁵⁾	Class A Common Stock
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾	11/11/2009	M	98	11/11/2006 ⁽⁴⁾⁽⁷⁾	⁽⁴⁾⁽⁷⁾	Class A Common Stock
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾	11/11/2009	M	139	11/11/2007 ⁽⁴⁾⁽⁸⁾	⁽⁴⁾⁽⁸⁾	Class A Common Stock
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾	11/11/2009	M	159	11/11/2008 ⁽⁴⁾⁽⁹⁾	⁽⁴⁾⁽⁹⁾	Class A Common Stock
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾	11/11/2009	M	156	11/11/2009 ⁽⁴⁾⁽¹⁰⁾	⁽⁴⁾⁽¹⁰⁾	Class A Common Stock
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾	11/11/2009	A	1,200	11/11/2010 ⁽⁴⁾⁽¹¹⁾	⁽⁴⁾⁽¹¹⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cozzolino John B C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907			VP- Corporate Treasurer	

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact
11/12/2009

__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) 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 footnote 4). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.
- (2) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.

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(3) Fully exercisable.

(4) 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) 90 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.

(6) Includes dividend units accrued on Restricted Stock Units on April 7, 2009, July 8, 2009 and October 7, 2009.

(7) 90 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2006.

(8) 130 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2007.

(9) 150 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2008.

(10) 150 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2009.

(11) 240 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2010.

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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