### ALBANY INTERNATIONAL CORP /DE/

Form 4

November 13, 2008

NOVCIIIOCI I	3, 2008										
<b>FORM</b>	14 interest	ATEC CECIII		ND EV	CILA	NCE C	COMMICCION		PPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287		
Check the if no lon	ger							Expires:	January 31, 2005		
subject to Section 1 Form 4 of Form 5	51A1EMEN 16. or		SECUR	RITIES			NERSHIP OF	Estimated average burden hours per response 0.			
obligatio may con <i>See</i> Instr 1(b).	Section 17(a) o		tility Hole	ding Cor	mpan	y Act of	e Act of 1934, § 1935 or Section § 19	1			
(Print or Type	Responses)										
1. Name and A Joyce Mich	r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer						
	NY INTERNATIONAL /DE/ [AIN]				(Check all applicable)						
			te of Earliest Transaction th/Day/Year)				Director 10% Owner Other (specify below) below)				
	NY INTERNATION ). BOX 1907	AL 11/11/2	800				· ·	Vice Presiden	ıt		
	endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
ALBANY,	NY 12201-1907						Form filed by M Person	Iore than One Re	eporting		
(City)	(State) (Zip)	Tabl	le I - Non-I	Derivative	Secui	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A (Month/Day/Year) Exan (M	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Class A Common Stock							934	I	By 401(k)		
Class A Common Stock (1)	11/11/2008		M	126	A	(1)	126 (1)	D (1)			
Class A Common Stock (1)	11/11/2008		D	126	D	\$ 17.47	0	D (1)			
Class A	11/11/2008		M	259	A	<u>(1)</u>	259 (1)	D (1)			

11/11/2008	D	259	D	\$ 17.47	0	D (1)
11/11/2008	M	257	A	(1)	257 (1)	D (1)
11/11/2008	D	257	D	\$ 17.47	0	D (1)
11/13/2008	M	127	A	(1)	127 (1)	D (1)
11/13/2008	D	127	D	\$ 17.06	0	D (1)
	11/11/2008 11/11/2008 11/13/2008	11/11/2008 M  11/11/2008 D  11/13/2008 M	11/11/2008 M 257  11/11/2008 D 257  11/13/2008 M 127	11/11/2008 M 257 A  11/11/2008 D 257 D  11/13/2008 M 127 A	11/11/2008 M 257 A (1)  11/11/2008 D 257 D \$ 17.47  11/13/2008 M 127 A (1)	11/11/2008 M 257 A (1) 257 (1)  11/11/2008 D 257 D \$ 0  11/13/2008 M 127 A (1) 127 (1)

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration Date (Month/Day/Year)	und	7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2)	<u>(2)</u>	11/13/2008		M	127 (3)	11/13/2004(2)(4)	(2)(4)	Class A Common Stock	127 (3)
Restricted Stock Units (2)	<u>(2)</u>	11/11/2008		M	126 (3)	11/11/2005(2)(5)	(2)(5)	Class A Common Stock	252 (3)
	<u>(2)</u>	11/11/2008		M		$11/11/2006\underline{^{(2)(6)}}$	(2)(6)		779 <u>(3)</u>

Restricted Stock Units (2)			259 ( <u>3)</u>			Class A Common Stock	
Restricted Stock Units (2)	<u>(2)</u>	11/11/2008	M 257	11/11/2007(2)(7)	(2)(7)	Class A Common Stock	1,028 (3)
Restricted Stock Units (8)	<u>(8)</u>			(8)(9)	(8)(9)	Class A Common Stock	4,925 (3)
Restricted Stock Units (2)	(2)			03/01/2011(2)(10)	(2)(10)	Class A Common Stock	27,347 (3)

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Joyce Michael Joseph C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907

Group Vice President

## **Signatures**

Kathleen M. Tyrrell,

Attorney-in-Fact 11/13/2008

\*\*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).
- Deemed acquisition and disposition to the issuer of shares of stock underlying Restricted Stock Units upon automatic vesting and cash **(1)** settlement of such Units (see footnote 2). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.
- 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 **(2)** 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
- **(3)** Includes dividend units accrued on Restricted Stock Units on April 7, 2008, July 8, 2008 and October 7, 2008.
- **(4)** 120 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
- **(5)** 120 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
- 250 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2006. **(6)**
- 250 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2007. **(7)**
- Restricted Stock Units granted on February 15, 2008 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 (8)equivalent of such shares, or a combination of cash and shares, in each case in accordance with a settlement schedule.

Reporting Owners 3

- 50% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2009, and the remaining reported units (plus related dividend units) will be settled and payable on our about March 1, 2010. Each of the 2009 and 2010 payments will be payable half in cash, half in shares of the Company's Class A Common Stock.
- 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2011; 6,750 Restricted Stock Units (plus related dividend units) vest on September 1, 2011; 6,750 Restricted Stock Units (plus related dividend units) vest on March 1, 2012; and 6,750 Restricted Stock Units (plus related dividend units) vest on September 1, 2012.

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.