

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

(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)  
03/01/2012

\_\_\_\_ Director                      \_\_\_\_ 10% Owner  
 \_\_\_\_X\_\_\_\_ Officer (give title      \_\_\_\_ Other (specify  
 below)                                  below)  
                                          CFO & Treasurer

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

(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

ROCHESTER, NH 03867

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                      | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Class A Common Stock            |                                      |                                                    |                                |                                                                   |                             |                  | 2,621                                                                                         | I                                                        | By 401(k)                                             |
| Class A Common Stock            | 03/01/2012                           |                                                    | A                              |                                                                   | <u>3,812</u> <sup>(1)</sup> | A \$ 0           | 5,264                                                                                         | D                                                        |                                                       |
| Class A Common Stock            | 03/01/2012                           |                                                    | F                              |                                                                   | <u>1,375</u> <sup>(2)</sup> | D \$ 23.9        | 3,889                                                                                         | D                                                        |                                                       |

# Edgar Filing: Cozzolino John B - Form 4

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 Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date    | Title                                                         | Amount or Number of Shares |
| Employee Stock Option <sup>(3)</sup>       | \$ 20.63                                               |                                      |                                                    |                                |                                                                                         | <sup>(4)</sup>                                           | 11/07/2022         | Class A Common                                                | 300                        |
| Restricted Stock Units <sup>(5)</sup>      | <sup>(5)</sup>                                         |                                      |                                                    |                                |                                                                                         | 11/11/2008 <sup>(5)(6)</sup>                             | <sup>(5)(6)</sup>  | Class A Common Stock                                          | 167 <sup>(7)</sup>         |
| Restricted Stock Units <sup>(5)</sup>      | <sup>(5)</sup>                                         |                                      |                                                    |                                |                                                                                         | 11/11/2009 <sup>(5)(8)</sup>                             | <sup>(5)(8)</sup>  | Class A Common Stock                                          | 329 <sup>(7)</sup>         |
| Restricted Stock Units <sup>(5)</sup>      | <sup>(5)</sup>                                         |                                      |                                                    |                                |                                                                                         | 11/11/2010 <sup>(5)(9)</sup>                             | <sup>(5)(9)</sup>  | Class A Common Stock                                          | 758 <sup>(7)</sup>         |
| Restricted Stock Units <sup>(5)</sup>      | <sup>(5)</sup>                                         |                                      |                                                    |                                |                                                                                         | 11/11/2011 <sup>(5)(10)</sup>                            | <sup>(5)(10)</sup> | Class A Common Stock                                          | 2,465 <sup>(7)</sup>       |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships                    |
|--------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                        | Director 10% Owner Officer Other |
| Cozzolino John B<br>C/O ALBANY INTERNATIONAL CORP.<br>216 AIRPORT DRIVE, UNIT 1<br>ROCHESTER, NH 03867 | CFO & Treasurer                  |

## Signatures

Kathleen M. Tyrrell,  
Attorney-in-Fact

03/05/2012

\_\_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) Shares distributed pursuant to an Annual Performance Bonus Award made under the Albany International Corp. 2005 Incentive Plan (the "Incentive Plan").
- (2) Shares withheld to satisfy the tax liability in connection with the acquisition described above.
- (3) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (4) Fully exercisable.
- (5) 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.
- (6) 150 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2008.
- (7) Includes dividend units accrued on Restricted Stock Units on January 10, 2012.
- (8) 150 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2009.
- (9) 240 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2010.
- (10) 600 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2011.

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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