

SCHMELER FRANK R  
Form 4  
March 01, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
SCHMELER FRANK R

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)  
02/28/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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            |                                      |  |                                |   | 100   | I  | Custodial (1)                     |
| Class A Common Stock            |                                      |  |                                |   | 34,718  | D  |                                   |
| Class A Common Stock            | 02/28/2005                           |  | M                              |   | 60,000  | A  | \$ 16.75 94,718                   |
| Class A Common Stock            | 02/28/2005                           |  | M                              |   | 20,000  | A  | \$ 15 114,718                     |

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Common  
Stock

Class A  
Common Stock 02/28/2005 M 20,000 A \$ 16.25 134,718 D

Class A  
Common Stock 02/28/2005 S 100,000 D \$ 32.3746 34,718 D

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 Number Shares                                  |
| Employee Stock Option <sup>(2)</sup>       | \$ 16.75   | 02/28/2005                           |  | M                              | 60,000  | 05/01/1991 <sup>(3)</sup> 05/01/2010                     | Class A Common 100,000                                      |
| Employee Stock Option <sup>(4)</sup>       | \$ 15  | 02/28/2005                           |  | M                              | 20,000  | 02/19/1994 <sup>(3)</sup> 02/19/2013                     | Class A Common 20,000                                       |
| Employee Stock Option <sup>(4)</sup>       | \$ 16.25   | 02/28/2005                           |  | M                              | 20,000  | 05/28/1994 <sup>(3)</sup> 05/28/2013                     | Class A Common 20,000                                       |
| Employee Stock Option <sup>(4)</sup>       | \$ 18.75   |                                      |  |                                |   | 05/11/1995 <sup>(3)</sup> 05/11/2014                     | Class A Common 20,000                                       |
| Employee Stock Option <sup>(4)</sup>       | \$ 22.25   |                                      |  |                                |   | 05/18/1996 <sup>(3)</sup> 05/18/2015                     | Class A Common 25,000                                       |
| Employee Stock Option <sup>(4)</sup>       | \$ 22.25   |                                      |  |                                |   | 05/14/1997 <sup>(3)</sup> 05/14/2016                     | Class A Common 25,000                                       |

|   |            |                           |                |                            |        |
|---|------------|---------------------------|----------------|----------------------------|--------|
| Employee<br>Stock<br>Option <sup>(2)</sup>  | \$ 19.75   | 04/15/1998 <sup>(3)</sup> | 04/15/2017     | Class A<br>Common          | 25,000 |
| Employee<br>Stock<br>Option <sup>(4)</sup>  | \$ 19.375  | 11/04/1999 <sup>(3)</sup> | 11/04/2018     | Class A<br>Common          | 32,500 |
| Employee<br>Stock<br>Option <sup>(5)</sup>  | \$ 15.6875 | 11/09/2000 <sup>(3)</sup> | 11/09/2019     | Class A<br>Common          | 32,500 |
| Employee<br>Stock<br>Option <sup>(5)</sup>  | \$ 10.5625 | 11/15/2001 <sup>(6)</sup> | 11/15/2020     | Class A<br>Common          | 25,000 |
| Employee<br>Stock<br>Option <sup>(5)</sup>  | \$ 20.45   | 11/06/2002 <sup>(7)</sup> | 11/06/2021     | Class A<br>Common          | 40,000 |
| Employee<br>Stock<br>Option <sup>(5)</sup>  | \$ 20.63   | 11/07/2003 <sup>(8)</sup> | 11/07/2022     | Class A<br>Common          | 40,000 |
| Restricted<br>Stock<br>Units <sup>(9)</sup> | <u>(9)</u> | <u>(9)(10)</u>            | <u>(9)(10)</u> | Class A<br>Common<br>Stock | 20,250 |
| Restricted<br>Stock<br>Units <sup>(9)</sup> | <u>(9)</u> | <u>(9)(11)</u>            | <u>(9)(11)</u> | Class A<br>Common<br>Stock | 25,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| SCHMELER FRANK R<br>C/O ALBANY INTERNATIONAL CORP.<br>P.O. BOX 1907<br>ALBANY, NY 12201-1907 | X             |           | Chairman and CEO |       |

## Signatures

Frank R.  
Schmeler 03/01/2005

<sup>(9)</sup>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 held by reporting person as custodian for his granddaughter. Undersigned disclaims beneficial ownership.

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- (2) Option granted pursuant to Company's 1988 Stock Option Plan as incentive to remain in employ of Company.
- (3) Fully exercisable.
- (4) Option granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- (5) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (6) Become exercisable as to 5,000 shares on each November 15, beginning November 15, 2001.
- (7) Become exercisable as to 8,000 shares on each November 6, beginning November 6, 2002.
- (8) Become exercisable as to 8,000 shares on each November 7, beginning November 7, 2003.

- 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.
- (9)
  - (10) 5,000 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
  - (11) 5,000 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.

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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