

ALBANY INTERNATIONAL CORP /DE/
 Form 4
 March 02, 2015

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 *
 Pawlick David M

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)
 C/O ALBANY INTERNATIONAL CORP., 216 AIRPORT DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President- Controller

ROCHESTER, NH 03867

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

(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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock					966	I	By 401(k)
Class A Common Stock					2,314	D	
Class A Common Stock ⁽¹⁾	03/01/2015		M	475 A	\$ 0 ⁽¹⁾ 475 ⁽¹⁾	D ⁽¹⁾	
Class A	03/01/2015		D	475 D	\$ 0	D ⁽¹⁾	

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Common Stock ⁽¹⁾						35.93	
Class A Common Stock ⁽¹⁾	03/01/2015	M	366	A	\$ 0 ⁽¹⁾	366 ⁽¹⁾	D ⁽¹⁾
Class A Common Stock ⁽¹⁾	03/01/2015	D	366	D	\$ 35.93	0	D ⁽¹⁾
Class A Common Stock ⁽¹⁾	03/01/2015	M	289	A	\$ 0 ⁽¹⁾	289 ⁽¹⁾	D ⁽¹⁾
Class A Common Stock ⁽¹⁾	03/01/2015	D	289	D	\$ 35.93	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)	Amount or Number of Shares
Employee Stock Option ⁽²⁾	\$ 20.45					⁽³⁾	Class A Common	1,0
Employee Stock Option ⁽²⁾	\$ 20.63					⁽³⁾	Class A Common	1,0
Restricted Stock Units ⁽⁴⁾	⁽⁴⁾					11/11/2011 ⁽⁴⁾⁽⁵⁾	Class A Common Stock	37

Phantom Stock Units <u>(6)</u>	<u>(6)</u>	03/01/2015	M	475	03/01/2013 <u>(6)(7)</u>	<u>(6)(7)</u>	Class A Common Stock	1,4
Phantom Stock Units <u>(8)</u>	<u>(8)</u>	03/01/2015	M	366	03/01/2014 <u>(8)(9)</u>	<u>(8)(9)</u>	Class A Common Stock	1,4
Phantom Stock Units <u>(10)</u>	<u>(10)</u>	03/01/2015	M	289	03/01/2015 <u>(10)(11)</u>	<u>(10)(11)</u>	Class A Common Stock	1,4

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pawlick David M
C/O ALBANY INTERNATIONAL CORP.
216 AIRPORT DRIVE
ROCHESTER, NH 03867

Vice President- Controller

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

03/02/2015

 **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 Phantom Stock Units upon automatic vesting and cash settlement of such units (see footnotes 6, 8 and 10). 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.
- (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) 340 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2011.
- (6) Phantom Stock Units granted on February 14, 2013 pursuant to the Albany International Corp. 2011 Performance Phantom Stock Plan (the "Phantom Stock Plan"). Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (7) 475 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2013.
- (8) Phantom Stock Units granted on February 28, 2014 pursuant to the the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (9) 366 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2014.
- (10) Phantom Stock Units granted on February 27, 2015 pursuant to the the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.

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(11) 289 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2015.

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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