Wimbrow Dawne H
Form 4
November 14, 2011

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wimbrow Dawne H

(Last) (First) (Middle)

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

(Street)

ROCHESTER, NH 03867

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ALBANY INTERNATIONAL CORP /DE/ [AIN]

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President GIS & CIO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 | | | | | | | | 540 | I | By 401(k) |
| Class A Common Stock (1) | 11/11/2011 | | M | | 280 | A | (1) | 280 (1) | D (1) | |
| Class A Common Stock (1) | 11/11/2011 | | D | | 280 | D | $ 21.29 | 0 | D (1) | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Class A Common Stock (1) | 11/11/2011 | | M | 554 | A | (1) | 554 (1) | D (1) |
| Class A Common Stock (1) | 11/11/2011 | | D | 554 | D | $ 21.29 | 0 | D (1) |
| Class A Common Stock (1) | 11/11/2011 | | M | 545 | A | (1) | 545 (1) | D (1) |
| Class A Common Stock (1) | 11/11/2011 | | D | 545 | D | $ 21.29 | 0 | D (1) |
| Class A Common Stock (1) | 11/11/2011 | | M | 523 | A | (1) | 523 (1) | D (1) |
| Class A Common Stock (1) | 11/11/2011 | | D | 523 | D | $ 21.29 | 0 | D (1) |
| Class A Common Stock (1) | 11/11/2011 | | M | 511 | A | (1) | 511 (1) | D (1) |
| Class A Common Stock (1) | 11/11/2011 | | D | 511 | D | $ 21.29 | 0 | D (1) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amou Underlying Securit (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Shar |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Employee Stock Option (2) | $ 20.45 | | | | | (3) | 11/06/2021 | Class A Common | 30 |
| Employee Stock Option (2) | $ 20.63 | | | | | (3) | 11/07/2022 | Class A Common | 60 |
| Restricted Stock Units (4) | (4) | 11/11/2011 | | M | 280 | 11/11/2007(4)(5) | (4)(5) | Class A Common Stock | 280 |
| Restricted Stock Units (4) | (4) | 11/11/2011 | | M | 554 | 11/11/2008(4)(7) | (4)(7) | Class A Common Stock | 1,1 (6 |
| Restricted Stock Units (4) | (4) | 11/11/2011 | | M | 545 | 11/11/2009(4)(8) | (4)(8) | Class A Common Stock | 1,6 (6 |
| Retricted StockUnits (4) | (4) | 11/11/2011 | | M | 523 | 11/11/2010(4)(9) | (4)(9) | Class A Common Stock | 2,0 (6 |
| Restricted Stock Units (4) | (4) | 11/11/2011 | | M | 511 | 11/11/2011(4)(10) | (4)(10) | Class A Common Stock | 2,5 (6 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Wimbrow Dawne H<br>C/O ALBANY INTERNATIONAL CORP.<br>216 AIRPORT DRIVE, UNIT 1<br>ROCHESTER, NH 03867 | | | Vice President GIS & CIO | |

# Signatures

| | |
|---|---|
| Kathleen M. Tyrrell, Attorney-in-Fact | 11/14/2011 |
| **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.

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

**(6)** Includes dividend units accrued on Restricted Stock Units on January 10, 2011, April 7, 2011, July 8, 2011 and October 7, 2011.

**(7)** 500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2008.

**(8)** 500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2009.

**(9)** 500 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2010.

**(10)** 500 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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