

MCCARTHY WILLIAM M
Form 4
November 14, 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 *
MCCARTHY WILLIAM 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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | | | | | | 2,295 | I by ESOP |
| Class A Common Stock ⁽¹⁾ | 11/11/2005 | | M | 1,514 | A | <u>(1)</u> 1,514 | D ⁽¹⁾ |
| Class A Common Stock ⁽¹⁾ | 11/11/2005 | | D | 1,514 | D | \$ 38.1 0 | D ⁽¹⁾ |
| Class A Common Stock | 11/13/2005 | | M | 1,528 | A | <u>(1)</u> 1,528 | D ⁽¹⁾ |

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Common
Stock (1)

Class A

Common 11/13/2005 D 1,528 D \$ 38.1 0 D (1)
Stock (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.

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option <u>(2)</u> | \$ 22.25 | | | | | 05/18/1996 ⁽³⁾ 05/18/2015 | Class A Common | 2,500 |
| Employee Stock Option <u>(2)</u> | \$ 22.25 | | | | | 05/14/1997 ⁽³⁾ 05/14/2016 | Class A Common | 5,000 |
| Employee Stock Option <u>(2)</u> | \$ 19.375 | | | | | 11/04/1999 ⁽³⁾ 11/04/2018 | Class A Common | 15,000 |
| Employee Stock Option <u>(4)</u> | \$ 15.6875 | | | | | 11/09/2000 ⁽³⁾ 11/09/2019 | Class A Common | 15,000 |
| Employee Stock Option <u>(4)</u> | \$ 10.5625 | | | | | 11/15/2001 ⁽⁵⁾ 11/15/2020 | Class A Common | 10,000 |
| Employee Stock Option <u>(4)</u> | \$ 20.45 | | | | | 11/06/2002 ⁽⁶⁾ 11/06/2021 | Class A Common | 20,000 |
| Employee Stock | \$ 20.63 | | | | | 11/07/2003 ⁽⁷⁾ 11/07/2022 | Class A Common | 20,000 |

| | | | | | | | | | |
|---------------------------------------|------------|------------|---|-------|----------------|----------------|----------------------|-----------------------|--|
| Option ⁽⁴⁾ | | | | | | | | | |
| Restricted Stock Units ⁽⁸⁾ | <u>(8)</u> | 11/13/2005 | M | 1,528 | <u>(8)(9)</u> | <u>(8)(9)</u> | Class A Common Stock | 6,115 ⁽¹⁰⁾ | |
| Restricted Stock Units ⁽⁸⁾ | <u>(8)</u> | 11/11/2005 | M | 1,514 | <u>(8)(11)</u> | <u>(8)(11)</u> | Class A Common Stock | 7,573 ⁽¹⁰⁾ | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCARTHY WILLIAM M C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907 | | | Executive Vice President | |

Signatures

Kathleen M. Tyrrell, 11/14/2005
 Attorney-in-fact

**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. No shares were actually issued or disposed.
- (2) Options granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- (3) Fully exercisable.
- (4) Options granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (5) Become exercisable as to 2,000 shares on each November 15, beginning November 15, 2001.
- (6) Become exercisable as to 4,000 shares on each November 6, beginning November 6, 2002.
- (7) Become exercisable as to 4,000 shares on each November 7, beginning November 7, 2003.
- (8) 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) 1,500 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
- (10) Includes dividend units accrued on Restricted Stock Units on January 5, 2005, April 5, 2005, July 8, 2005 and October 7, 2005.
- (11) 1,500 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. 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.