

STANDISH JOHN C
Form 4
November 15, 2004

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 *
STANDISH JOHN C

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)
11/13/2004

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

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) Code V Amount (D) Price | | | |
| Class A Common Stock | | | | | 1,170 | I | By ESOP |
| Class A Common Stock | | | | | 11 | I | Held by spouse. ⁽¹⁾ |
| Class A Common Stock ⁽²⁾ | 11/13/2004 | | M | 121 A ⁽²⁾ | 121 ⁽²⁾ | D ⁽²⁾ | |
| Class A Common Stock | 11/13/2004 | | D | 121 D \$ | 0 | D ⁽²⁾ | |

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Common
Stock ⁽²⁾

29.62

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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Class B Common Stock | (3) | | | | | (3) | (3) | Class A Common | 1,704 |
| Class B Common Stock | (3) | | | | | (3) | (3) | Class A Common | 120,000 |
| Class B Common Stock | (3) | | | | | (3) | (3) | Class A Common | 10,700 |
| Class B Common Stock | (3) | | | | | (3) | (3) | Class A Common | 151,310 |
| Employee Stock Option | \$ 15 | | | | | 02/09/1994 ⁽⁸⁾ | 05/01/2008 | Class A Common | 9,000 |
| Employee Stock Option ⁽⁹⁾ | \$ 22.25 | | | | | 05/18/1996 ⁽⁸⁾ | 05/18/2015 | Class A Common | 1,000 |

| | | | | | | | | |
|--|-------------|------------|---|-----|----------------------------|-----------------|----------------------------|-------|
| Employee Stock | \$ 22.25 | | | | 05/14/1997 ⁽⁸⁾ | 05/14/2016 | Class A Common | 1,000 |
| Option ⁽⁹⁾ | | | | | | | | |
| Employee Stock | \$ 19.375 | | | | 11/04/1999 ⁽⁸⁾ | 11/04/2018 | Class A Common | 300 |
| Option ⁽¹⁰⁾ | | | | | | | | |
| Employee Stock | \$ 15.6875 | | | | 11/09/2000 ⁽⁸⁾ | 11/09/2019 | Class A Common | 600 |
| Option ⁽¹⁰⁾ | | | | | | | | |
| Employee Stock | \$ 10.5625 | | | | 11/15/2001 ⁽¹¹⁾ | 11/15/2020 | Class A Common | 720 |
| Option ⁽¹⁰⁾ | | | | | | | | |
| Employee Stock | \$ 20.45 | | | | 11/06/2002 ⁽¹²⁾ | 11/06/2021 | Class A Common | 2,000 |
| Option ⁽¹⁰⁾ | | | | | | | | |
| Employee Stock | \$ 20.63 | | | | 11/07/2003 ⁽¹³⁾ | 11/07/2022 | Class A Common | 2,000 |
| Option ⁽¹⁰⁾ | | | | | | | | |
| Restricted Stock Units ⁽¹⁴⁾ | <u>(14)</u> | 11/13/2004 | M | 121 | <u>(14)(15)</u> | <u>(14)(15)</u> | Class A Common Stock | 121 |
| Restricted Stock Units ⁽¹⁴⁾ | <u>(14)</u> | | | | <u>(14)(16)</u> | <u>(14)(16)</u> | Class A Common Stock | 800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STANDISH JOHN C C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907 ALBANY, NY 12201-1907 | | X | | |

Signatures

Kathleen M. Tyrrell,
Attorney-in-fact

11/15/2004

 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) Held by spouse. Mr. Standish disclaims beneficial ownership.
- (2)

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Deemed acquisition and disposition to the issuer of shares of stock underlying Restricted Stock Units. No shares were actually issued or disposed.

- (3) Convertible on a share-for-share basis, into shares of the Company's Class A Common Stock.
- (4) Includes 1,000 shares held by Mr. Standish as custodian for his minor son.
- (5) Held by the John C. Standish Delta Trust, a trust for the beneficiaries of which include Mr. Standish's children. Mr. Standish disclaims investment control with respect to, and beneficial ownership of, these shares.
- (6) Held by the John C. Standish Gift Trust. Mr. Standish disclaims investment control with respect to, and beneficial ownership of, these shares.
- (7) Held by Standish Delta Trust, a trust of which Mr. Standish is a beneficiary and as to which he shares voting and investment power.
- (8) Fully exercisable.
- (9) Option granted pursuant to Company's 1992 Stock Option Plan as incentive to remain in employ of Company.
- (10) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (11) Become exercisable as to 240 shares on each November 15, beginning November 15, 2001.
- (12) Become exercisable as to 400 shares on each November 6, beginning November 6, 2002.
- (13) Become exercisable as to 400 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.
- (14)
 - (15) 120 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
 - (16) 160 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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