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POLT DIFTER

Form 4											
March 02, 2	006										
FORM	14					~~~ .			OMB AF	PROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer CTA TERMENT OF CHANCES IN DENEELCIAL OWNEDSHIP							Expires:	January 31 2005			
subject to Section 1 Form 4 c	o SIAIF 16. or		GES IN I SECUR	Estimated average burden hours per response 0.5							
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 1	7(a) of the	Public Ut		ling Con	npany	y Act of	e Act of 1934, E 1935 or Section 40	1		
(Print or Type]	Responses)										
POLT DIETER Symbol ALBA			Symbol	Issuer Name and Ticker or Trading ^{Ibol} BANY INTERNATIONAL IRP /DE/ [AIN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(M			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2006				Director 10% Owner X Officer (give title Other (specify below) below)			
). BOX 1907	HONAL	05/01/20	500				Group	Vice Presiden	t	
				Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ALBANY,	NY 12201-190'	7						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Class A				Code V	Amount	(D)	Price				
Common Stock (1)	03/01/2006			М	2,603	А	<u>(1)</u>	2,603 (1)	D <u>(1)</u>		
Class A Common Stock (1)	03/01/2006			D	2,603	D	\$ 36.43	0	D <u>(1)</u>		

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

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number.

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. Transacti Code (Instr. 8)	5. Number onof Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Date	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share	
Employee Stock Option (2)	\$ 20.45					11/06/2002 <u>(3)</u>	11/06/2021	Class A Common	5,000	
Employee Stock Option (2)	\$ 20.63					11/07/2003(4)	11/07/2022	Class A Common	5,000	
Restricted Stock Units <u>(5)</u>	<u>(5)</u>					(5)(6)	(5)(6)	Class A Common Stock	2,268	
Restricted Stock Units <u>(5)</u>	<u>(5)</u>					(5)(7)	(5)(7)	Class A Common Stock	2,996	
Restricted Stock Units <u>(8)</u>	<u>(8)</u>	03/01/2006		М	2,603	<u>(8)(9)</u>	(8)(9)	Class A Common Stock	10,41	

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
POLT DIETER C/O ALBANY INTERNATIONAL COR P.O. BOX 1907 ALBANY, NY 12201-1907	Р.		Group Vice President				
Signatures							
Kathleen M. Tyrrell, Attorney-in-fact	03/02/2006						
**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) Option granted pursuant to Company's 1998 Stock Option Plan as incentive to remain in employ of Company.
- (3) Become exercisable as to 1,000 shares on each November 6, beginning November 6, 2002.
- (4) Become exercisable as to 1,000 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

- (5) That is Each resulted stock on control in block to receive the cash equivalent of one share of class it 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.
- (6) 740 Restricted Stock Units (plus related dividend units) vest on each November 13, beginning November 13, 2004.
- (7) 740 Restricted Stock Units (plus related dividend units) vest on each November 11, beginning November 11, 2005.
- Restricted Stock Units granted pursuant to the Albany International Corp. 2005 Incentive Plan (the "Incentive Plan"). Each Restricted(8) Stock Unit award entitles the holder to receive a number of shares of Class A Common Stock, the cash equivalent of such shares, or a combination of cash and shares, in each case in accordance with a vesting schedule.

(a) 25% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2006, (b) 50% of the reported units (plus related dividend units) will be settled and payable on or about March 1, 2007, and (c) the final 25% of the reported units (plus

(9) units (pius related dividend units) will be settled and payable on or about March 1, 2007, and (c) the final 25% of the reported units (pius related dividend units) will be settled and payable on or about March 1, 2008. The 2006 payment will be all in cash, while each of the 2007 and 2008 payments will be half in cash, half in shares of the Company's Class A Common Stock.

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.