POLT DIETER

Form 4

November 15, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

See Instruction

1(b).

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 *

POLT DIETER

2. Issuer Name and Ticker or Trading

Symbol

ALBANY INTERNATIONAL CORP /DE/ [AIN]

(Last)

(First) (Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

11/13/2004

Director X_ Officer (give title

10% Owner Other (specify

Senior 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)

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

ALBANY, NY 12201-1907

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock (1)	11/13/2004		M	747	A	(1)	747 (1)	D (1)	
Class A Common Stock (1)	11/13/2004		D	747	D	\$ 29.62	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)

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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. Transactic Code (Instr. 8)	5. Number on f 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 or Number of Shares
Employee Stock Option (2)	\$ 20.45					11/06/2002(3)	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 (5)	<u>(5)</u>	11/13/2004		M	747	(5)(6)	(5)(6)	Class A Common Stock	747
Restricted Stock Units (5)	<u>(5)</u>					(5)(7)	(5)(7)	Class A Common Stock	3,700

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POLT DIETER C/O ALBANY INTERNATIONAL CORP. P.O. BOX 1907

Senior Vice President

ALBANY, NY 12201-1907

Signatures

Kathleen M. Tyrrell, Attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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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 Restriced 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 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.

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.