

Gaug Joseph M
Form 4
March 04, 2019

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 *
Gaug Joseph 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)

Assistant Secretary

C/O ALBANY INTERNATIONAL
CORP., 216 AIRPORT DRIVE

(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

ROCHESTER, NH 03867

(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		
Class A Common Stock					1,140	I	by 401(k)
Class A Common Stock ⁽¹⁾	03/01/2019		M	242 A	\$ 0 ⁽¹⁾ 242 ⁽¹⁾	D ⁽¹⁾	
Class A Common Stock ⁽¹⁾	03/01/2019		D	242 D	\$ 69.56 0	D ⁽¹⁾	
Class A Common Stock	03/01/2019		M	301 A	\$ 0 ⁽¹⁾ 301 ⁽¹⁾	D ⁽¹⁾	

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Common Stock ⁽¹⁾							
Class A Common Stock ⁽¹⁾	03/01/2019		D	301	D	\$ 69.56	0 D ⁽¹⁾
Class A Common Stock ⁽¹⁾	03/01/2019		M	358	A	\$ 0 ⁽¹⁾	358 ⁽¹⁾ D ⁽¹⁾
Class A Common Stock ⁽¹⁾	03/01/2019		D	358	D	\$ 69.56	0 D ⁽¹⁾
Class A Common Stock ⁽¹⁾	03/01/2019		M	324	A	\$ 0 ⁽¹⁾	324 ⁽¹⁾ D ⁽¹⁾
Class A Common Stock ⁽¹⁾	03/01/2019		D	324	D	\$ 69.56	0 D ⁽¹⁾
Class A Common Stock ⁽¹⁾	03/01/2019		M	439	A	\$ 0 ⁽¹⁾	439 ⁽¹⁾ D ⁽¹⁾
Class A Common Stock ⁽¹⁾	03/01/2019		D	439	D	\$ 69.56	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)

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 or Number of Shares

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Phantom Stock Units ⁽²⁾	(2)	03/01/2019	M	242	03/01/2015 ⁽²⁾⁽³⁾	⁽²⁾⁽³⁾	Class A Common Stock	242
Phantom Stock Units ⁽⁴⁾	(4)	03/01/2019	M	301	03/01/2016 ⁽⁴⁾⁽⁵⁾	⁽⁴⁾⁽⁵⁾	Class A Common Stock	598
Phantom Stock Units ⁽⁶⁾	(6)	03/01/2019	M	358	03/01/2017 ⁽⁶⁾⁽⁷⁾	⁽⁶⁾⁽⁷⁾	Class A Common Stock	1,076
Phantom Stock Units ⁽⁸⁾	(8)	03/01/2019	M	324	03/01/2018 ⁽⁸⁾⁽⁹⁾	⁽⁸⁾⁽⁹⁾	Class A Common Stock	1,294
Phantom Stock Units ⁽¹⁰⁾	(10)	03/01/2019	M	439	03/01/2019 ⁽¹⁰⁾⁽¹¹⁾	⁽¹⁰⁾⁽¹¹⁾	Class A Common Stock	2,193

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaug Joseph M C/O ALBANY INTERNATIONAL CORP. 216 AIRPORT DRIVE ROCHESTER, NH 03867			Assistant Secretary	

Signatures

Kathleen M. Tyrrell,
Attorney-in-Fact

03/04/2019

**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 Phantom Stock Units upon automatic vesting and cash settlement of such units (see footnotes 2, 4, 6, 8 and 10). No shares were actually issued to the reporting person, nor did the reporting person dispose of any shares.
 - (2) Phantom Stock Units granted on February 27, 2015 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
 - (3) 242 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2015.
 - (4) Phantom Stock Units granted on February 25, 2016 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
 - (5) 301 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2016.
 - (6) Phantom Stock Units granted on February 23, 2017 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
 - (7) 358 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2017.

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- (8) Phantom Stock Units granted on February 22, 2018 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share of Class A Common Stock at the time of vesting.
- (9) 324 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2018.
- (10) Phantom Stock Units granted on February 21, 2019 pursuant to the Phantom Stock Plan. Each Phantom Stock Unit entitles the holder to receive the cash equivalent of one share on Class A Common Stock at the time of vesting.
- (11) 439 Phantom Stock Units will be settled and payable each year on or about March 1, beginning March 1, 2019.

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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