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ALBANY INTERNATIONAL CORP /DE/
Form POSASR
October 17, 2008

As filed with the Securities and Exchange Commission on October 17, 2008

Registration No. 333-134743

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

POST-EFFECTIVE AMENDMENT NO. 1
ON FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ALBANY INTERNATIONAL CORP.
(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

14-0462060
(I.R.S. Employer Identification
Number)

1373 Broadway
Albany, New York 12204
(518) 445-2200

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

Charles J. Silva, Jr., Esq.
Vice President, Secretary and
General Counsel
Albany International Corp.
1373 Broadway
Albany, New York 12204
(518) 445-2277

Copy to:
David I. Gottlieb, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, New York 10006
(212) 225-2000

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

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DEREGISTRATION OF SECURITIES

On June 5, 2006, Albany International Corp. (the "Registrant"), filed a
registration statement on Form S-3, Registration Number 333-134743 (the

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"Registration Statement"), with the Securities and Exchange Commission to register the resale by the selling shareholders named in the Registration Statement of \$180,000,000 aggregate principal amount of the Registrant's 2.25% Convertible Senior Notes due 2026 (the "Notes") and shares of its Class A common stock issuable upon conversion of the Notes (the "Common Stock," and together with the Notes, the "Securities").

The Registrant's obligation to maintain the effectiveness of the Registration Statement with respect to the Securities has expired. Accordingly, pursuant to the undertaking of the Registrant contained in the Registration Statement to remove from registration by means of post-effective amendment any of the Securities which remain unsold under the Registration Statement, the Registrant hereby terminates the effectiveness of the Registration Statement and deregisters all the Securities registered under the Registration Statement that were not resold thereunder as of the date hereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities indicated on October 17, 2008.

ALBANY INTERNATIONAL CORP.

By: /s/ Michael C. Nahl

Michael C. Nahl
Executive Vice President & Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities indicated on the dates indicated.

| Signature ----- | Capacity ----- | |
|---|--|---|
| /s/ Joseph G. Morone ----- Joseph G. Morone | President, Chief Executive Officer and Director | O |
| /s/ Michael C. Nahl ----- Michael C. Nahl | Executive Vice President & Chief Financial Officer | O |
| /s/ David M. Pawlick ----- David M. Pawlick | Vice President - Controller | O |
| /s/ John F. Cassidy ----- John F. Cassidy | Director | O |
| /s/ Paula H.J. Cholmondeley ----- | Director | O |

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Paula H.J. Cholmondeley

/s/ Edgar G. Hotard

Director

Edgar G. Hotard

/s/ Erland E. Kailbourne

Chairman/Director

Erland E. Kailbourne

/s/ Juhani Pakkala

Director

Juhani Pakkala

/s/ Christine L. Standish

Director

Christine L. Standish

/s/ John C. Standish

Vice Chairman/Director

John C. Standish