

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended: June 30, 1996

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 0-16214

ALBANY INTERNATIONAL CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

14-0462060

(IRS Employer Identification No.)

1373 Broadway, Albany, New York

(Address of principal executive offices)

12204

(Zip Code)

Registrant's telephone number, including area code

518-445-2200

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports,) and (2) has been subject to
such filing requirements for the past 90 days. Yes X No

The registrant had 24,759,925 shares of Class A Common Stock and 5,615,563
shares of Class B Common Stock outstanding as of June 30, 1996.

ALBANY INTERNATIONAL CORP.

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Item 1. Financial Statements
ALBANY INTERNATIONAL CORP.
CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS

(unaudited)

(in thousands except per share data)

| Three Months Ended June 30, | | | Six Months Ended June 30, | |
|---------------------------------|------------|--|------------------------------|------------|
| 1996 | 1995 | | 1996 | 1995 |
| \$ 172,081 | \$ 166,835 | Net sales | \$ 340,148 | \$ 320,966 |
| 99,675 | 95,965 | Cost of goods sold | 197,982 | 187,202 |
| 72,406 | 70,870 | Gross profit | 142,166 | 133,764 |
| 49,740 | 46,415 | Selling, technical and general expenses | 98,572 | 91,087 |
| 22,666 | 24,455 | Operating income | 43,594 | 42,677 |
| 4,000 | 5,923 | Interest expense, net | 8,515 | 10,643 |
| (1,135) | (617) | Other (income)/expense, net | (28) | 214 |
| 19,801 | 19,149 | Income before income taxes | 35,107 | 31,820 |
| 7,724 | 7,660 | Income taxes | 13,694 | 12,728 |
| 12,077 | 11,489 | Income before associated companies | 21,413 | 19,092 |
| 71 | 142 | Equity in earnings/(losses) of associated companies | (113) | 228 |
| 12,148 | 11,631 | Income before extraordinary item | 21,300 | 19,320 |
| - | - | Extraordinary loss on early extinguishment of debt, net of tax of \$828 | 1,296 | - |
| 12,148 | 11,631 | Net income | 20,004 | 19,320 |
| 175,901 | 144,796 | Retained earnings, beginning of period | 171,082 | 139,740 |
| 3,036 | 3,010 | Less dividends | 6,073 | 5,643 |
| \$ 185,013 | \$ 153,417 | Retained earnings, end of period | \$ 185,013 | \$ 153,417 |
| ===== | ===== | | ===== | ===== |
| Income/(loss) per common share: | | | | |
| Primary: | | | | |
| \$0.40 | \$0.38 | Income before extraordinary item | \$ 0.70 | \$ 0.64 |
| - | - | Extraordinary loss on early extinguishment of debt | (0.04) | - |
| \$0.40 | \$0.38 | Net income | \$ 0.66 | \$ 0.64 |
| ===== | ===== | | ===== | ===== |
| Fully diluted: | | | | |
| \$0.40 | \$0.36 | Income before extraordinary item | \$ 0.70 | \$ 0.61 |
| - | - | Extraordinary loss on early extinguishment of debt | (0.04) | - |
| \$0.40 | \$0.36 | Net income | \$ 0.66 | \$ 0.61 |
| ===== | ===== | | ===== | ===== |
| \$0.10 | \$0.10 | Dividends per common share | \$ 0.20 | \$0.1875 |
| ===== | ===== | | ===== | ===== |
| 30,348,858 | 30,115,709 | Weighted average number of shares | 30,316,723 | 30,081,119 |
| ===== | ===== | | ===== | ===== |

The accompanying notes are an integral part of the financial statements.

ALBANY INTERNATIONAL CORP.
CONSOLIDATED BALANCE SHEETS
(in thousands)

| | (unaudited) June 30, 1996 | December 31, 1995 |
|---|---------------------------------|----------------------|
| | ----- | ----- |
| ASSETS | | |
| Cash and cash equivalents | \$6,561 | \$7,609 |
| Accounts receivable, net | 175,998 | 170,415 |
| Inventories: | | |
| Finished goods | 93,599 | 88,378 |
| Work in process | 45,220 | 42,480 |
| Raw material and supplies | 32,828 | 30,523 |
| | ----- | ----- |
| | 171,647 | 161,381 |
| Deferred taxes and prepaid expenses | 18,591 | 19,095 |
| | ----- | ----- |
| Total current assets | 372,797 | 358,500 |
| Property, plant and equipment, net | 341,792 | 342,150 |
| Investments in associated companies | 2,057 | 2,366 |
| Intangibles | 31,124 | 31,682 |
| Deferred taxes | 32,537 | 28,537 |
| Other assets | 33,782 | 33,290 |
| | ----- | ----- |
| Total assets | \$814,089 | \$796,525 |
| | ===== | ===== |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Notes and loans payable | \$46,333 | \$16,268 |
| Accounts payable | 26,262 | 35,262 |
| Accrued liabilities | 51,198 | 59,301 |
| Current maturities of long-term debt | 3,056 | 985 |
| Income taxes payable and deferred | 20,440 | 12,067 |
| | ----- | ----- |
| Total current liabilities | 147,289 | 123,883 |
| Long-term debt | 222,647 | 245,265 |
| Other noncurrent liabilities | 106,194 | 100,268 |
| Deferred taxes and other credits | 24,747 | 24,812 |
| | ----- | ----- |
| Total liabilities | 500,877 | 494,228 |
| | ----- | ----- |
| SHAREHOLDERS' EQUITY | | |
| Preferred stock, par value \$5.00 per share; authorized 2,000,000 shares; none issued | - | - |
| Class A Common Stock, par value \$.001 per share; authorized 100,000,000 shares; issued 24,847,173 in 1996 and 24,841,173 in 1995 | 25 | 25 |
| Class B Common Stock, par value \$.001 per share; authorized 25,000,000 shares; issued and outstanding 5,615,563 in 1996 and 1995 | 6 | 6 |
| Additional paid in capital | 176,473 | 176,345 |
| Retained earnings | 185,013 | 171,082 |
| Translation adjustments | (34,864) | (30,580) |
| Pension liability adjustment | (12,382) | (12,382) |
| | ----- | ----- |
| | 314,271 | 304,496 |
| Less treasury stock (Class A), at cost (87,248 shares in 1996; 143,589 shares in 1995) | 1,059 | 2,199 |
| | ----- | ----- |
| Total shareholders' equity | 313,212 | 302,297 |
| | ----- | ----- |
| Total liabilities and shareholders' equity | \$814,089 | \$796,525 |
| | ===== | ===== |

The accompanying notes are an integral part of the financial statements.

ALBANY INTERNATIONAL CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)
(in thousands)

| | Six Months Ended June 30, | |
|--|------------------------------|----------|
| | 1996 | 1995 |
| | ----- | ----- |
| OPERATING ACTIVITIES | | |
| Net income | \$20,004 | \$19,320 |
| Adjustments to reconcile net cash provided by operating activities: | | |
| Equity in losses/(earnings) of associated companies | 113 | (228) |
| Depreciation and amortization | 22,846 | 21,543 |
| Accretion of convertible subordinated debentures | 353 | 814 |
| Provision for deferred income taxes, other credits and long-term liabilities | 270 | 7,584 |
| Increase in cash surrender value of life insurance, net of premiums paid | (972) | (931) |
| Unrealized currency transaction (gains)/losses | (8) | 537 |
| Loss on disposition of assets | 535 | 31 |
| Tax benefit of options exercised | - | 115 |
| Treasury shares contributed to ESOP | 3,719 | 2,064 |
| Loss on early extinguishment of debt | 1,296 | - |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (5,576) | (13,807) |
| Inventories | (10,266) | (9,396) |
| Prepaid expenses | 504 | 596 |
| Accounts payable | (8,999) | (2,486) |
| Accrued liabilities | (7,347) | (1,678) |
| Income taxes payable | 9,189 | (768) |
| Other, net | (2,491) | (3,798) |
| | ----- | ----- |
| Net cash provided by operating activities | 23,170 | 19,512 |
| | ----- | ----- |
| INVESTING ACTIVITIES | | |
| Purchases of property, plant and equipment | (24,511) | (19,034) |
| Purchased software | (1,350) | (584) |
| Proceeds from sale of assets | 1,800 | 1,767 |
| Acquisitions, net of cash acquired | - | (6,716) |
| | ----- | ----- |
| Net cash used in investing activities | (24,061) | (24,567) |
| | ----- | ----- |
| FINANCING ACTIVITIES | | |
| Proceeds from borrowings | 153,952 | 18,271 |
| Principal payments on debt | (144,675) | (2,379) |
| Proceeds from options exercised | 101 | 1,236 |
| Purchases of treasury shares | (2,552) | (874) |
| Investment in associated company | - | (915) |
| Dividends paid | (6,067) | (5,260) |
| | ----- | ----- |
| Net cash provided by financing activities | 759 | 10,079 |
| | ----- | ----- |
| Effect of exchange rate changes on cash | (916) | 937 |
| | ----- | ----- |
| (Decrease), increase in cash and cash equivalents | (1,048) | 5,961 |
| Cash and cash equivalents at beginning of year | 7,609 | 228 |
| | ----- | ----- |
| Cash and cash equivalents at end of period | \$6,561 | \$6,189 |
| | ===== | ===== |

The accompanying notes are an integral part of the financial statements.

ALBANY INTERNATIONAL CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Management Opinion

In the opinion of management the accompanying unaudited consolidated financial statements contain all adjustments, consisting of only normal, recurring adjustments, necessary for a fair presentation of results for such periods. The results for any interim period are not necessarily indicative of results for the full year. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted. These consolidated financial statements should be read in conjunction with financial statements and notes thereto for the year ended December 31, 1995.

2. Other (Income)/Expense, Net

Included in other (income)/expense, net for the six months ended June 30 are: currency transactions, \$1.9 million income in 1996 and \$.9 million income in 1995, amortization of debt issuance costs and loan origination fees, \$.1 million in 1996 and \$.6 million in 1995, interest rate protection agreements, \$.3 million income in 1996 and \$.6 million income in 1995 and other miscellaneous (income)/expenses, none of which are significant, in 1996 and 1995.

Included in other (income)/expense, net for the three months ended June 30 are: currency transactions, \$2.0 million income in 1996 and \$.8 million income in 1995, amortization of debt issuance costs and loan origination fees, \$.1 million in 1995, interest rate protection agreements, \$.6 million income in 1996 and \$.3 million income in 1995 and other miscellaneous (income)/expenses, none of which are significant, in 1996 and 1995.

3. Earnings Per Share

Primary earnings per share on common stock are computed using the weighted average number of shares of Class A and Class B Common Stock outstanding during each year. Options granted under the Company's stock option plans were not dilutive to primary earnings per share at June 30, 1996 and 1995. As discussed in Note 5, the convertible subordinated debentures were redeemed in March 1996 and therefore excluded from the 1996 earnings per share calculation. The convertible subordinated debentures are not common stock equivalents and did not affect 1995 primary earnings per share. At June 30, 1995, the combined effect of the options and the convertible subordinated debentures were dilutive and were therefore included in the computation of fully diluted earnings per share. The weighted average number of shares outstanding, assuming full dilution, for the three and six months ended June 30, 1995 was 36,481,836 and 36,447,246, respectively. Net income for the fully diluted earnings per share calculation, assuming interest savings from the conversion of the subordinated debentures, for the three and six months ended June 30, 1995 was \$13.1 million and \$22.2 million, respectively.

4. Income Taxes

The Company's effective tax rate for the six months ended June 30, 1996 was 39% as compared to 40% for the same period last year and approximates the anticipated effective tax rate for the full year 1996.

5. Debt

In February 1996, the Company amended its existing \$150 million revolving credit agreement, with its principal banks in the United States, to increase the banks' commitment to \$300 million with more favorable terms. The banks' commitment will decline to \$150 million in 2001 with the final maturity in 2002. The terms of the revolving credit agreement include a facility fee and allow the Company to select from various loan pricing options.

On March 15, 1996, the Company redeemed the \$150 million, 5.25% convertible subordinated debentures at a redemption price of 91.545%. This redemption resulted in an extraordinary loss of approximately \$1.3 million, net of tax.

6. Supplementary Cash Flow Information

Interest paid for the six months ended June 30, 1996 and 1995 was \$10.5 million and \$10.8 million, respectively.

Taxes paid for the six months ended June 30, 1996 and 1995 was \$6.9 million and \$6.5 million, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 1996

The following discussion should be read in conjunction with the accompanying Consolidated Financial Statements and Notes thereto.

RESULTS OF OPERATIONS:

Net sales for the three months ended June 30, 1996 increased 3.1% compared to the same period in 1995. The effect of the stronger U.S. dollar as compared to the second quarter of 1995 was to decrease net sales by \$1.5 million. Excluding this effect, second quarter net sales increased 4.1% over 1995.

Net sales increased 6% to \$340.1 million for the six months ended June 30, 1996 compared with the same period in 1995. Dollar rate effects were not significant. For the six months ended June 30, 1996, sales increased in all geographic regions. The sales gains were made despite a 3.9% reduction in paper production and a 5.4% reduction in board production during the first six months of 1996 in the United States. The latest data available indicates that total production of paper and board in Western Europe fell by 6.4% in the first quarter of 1996.

During the first half of 1996, a 5% price increase became effective in the United States, and other price increases took effect in Canada and selective European markets. It is expected that the average effect of price increases for the full year will be about 2%.

Gross profit was 42.1% of net sales for the three months ended June 30, 1996 as compared to 42.5% for the same period in 1995 bringing the six month result to 41.8% for 1996 as compared to 41.7% for 1995. Year to date variable costs as a percent of net sales increased from 32.4% in 1995 to 32.7% for the same period in 1996, due mainly to increased sales of product lines with higher cost to sales dollar ratios.

Selling, technical, general and research expenses increased 8.2% for the six months ended June 30, 1996 as compared to the six months ended June 30, 1995. The translation of non-U.S. currencies into U.S. dollars had no significant effect on these expenses. Increased wages and benefit costs, higher sales commissions and additional costs generated by acquisitions made in the second half of 1995 accounted for a significant portion of the increase.

Operating income as a percentage of net sales was 12.8% for the six months ended June 30, 1996 as compared to 13.3% for the comparable period in 1995 and was 13.2% for the three months ended June 30, 1996 as compared to 14.7% for the same period last year due to items discussed above.

Interest expense decreased compared to the six months ended June 30, 1996, despite higher total debt, due to lower interest rates during the six months ended June 30, 1996 as compared to the same period in 1995.

Reasons for the changes in operating results for the three month period ended June 30, 1996 as compared to the corresponding period in 1995 are similar to those which affected the six month comparisons, except where specifically noted.

LIQUIDITY AND CAPITAL RESOURCES:

Inventories increased \$10.2 million and accounts receivable increased \$5.6 million or 3.3% during the six months ended June 30, 1996. Market conditions have resulted in customers requesting suppliers to either hold more inventory than in past years or to extend payment terms beyond those historically accepted. Management anticipates that these conditions may change and, combined with internal programs focused on better managing accounts receivable and inventories, some improvement is expected by year-end.

In February 1996, the Company amended its existing \$150 million revolving credit agreement, with its principal banks in the United States, to increase the banks' commitment to \$300 million with more favorable terms. The banks' commitment will decline to \$150 million in 2001 with the final maturity in 2002. The terms of the revolving credit agreement include a facility fee and allow the Company to select from various loan pricing options. Management believes that the unused line, in combination with expected free cash flows, should be sufficient to meet operating requirements and for business opportunities and acquisitions which support corporate strategies.

On March 15, 1996, the Company redeemed the \$150 million, 5.25% convertible subordinated debentures at a redemption price of 91.545%. This redemption resulted in an extraordinary loss of approximately \$1.3 million, net of tax. The debentures were redeemed by utilizing the revolving credit agreement and short-term debt. The Company's current debt structure has resulted in lower interest expense and currently provides approximately \$200 million in committed and available unused long-term debt capacity with financial institutions.

Capital expenditures for the six months ended June 30, 1996 were \$24.5 million as compared to \$19.0 million for the same period last year. The Company anticipates that capital expenditures, excluding South Korea, will be approximately \$45 million for the full year. An additional \$8 million will be spent for construction of a manufacturing facility in South Korea. The Company will finance these expenditures with cash from operations and existing credit facilities.

Cash dividends of \$.10 per share were paid in the first two quarters of 1996 and were related to the fourth quarter of 1995 and the first quarter of 1996. The Company also declared a cash dividend of \$.10 per share for the second quarter of 1996, which will be paid in the third quarter of this year.

Part II - Other Information

Item 4. Submission of Matters to a Vote of Security Holders

At the annual meeting of shareholders held on May 14, 1996 items subject to a vote of security holders were the election of eight directors, the election of auditors and the approval of the Directors' Annual Retainer Plan.

In the vote for the election of eight members of the Board of Directors of the Company, the number of votes cast for, and the number of votes withheld from, each of the nominees were as follows:

| Nominee | Number of Votes For | | Number of Votes Withheld | | Broker Nonvotes | |
|------------------------|---------------------|------------|--------------------------|---------|-----------------|---------|
| | Class A | Class B | Class A | Class B | Class A | Class B |
| J. Spencer Standish | 21,596,625 | 56,154,630 | 78,464 | - | - | - |
| Francis L. McKone | 21,597,189 | 56,154,630 | 77,900 | - | - | - |
| Charles B. Buchanan | 21,597,189 | 56,154,630 | 77,900 | - | - | - |
| Thomas R. Beecher, Jr. | 21,597,189 | 56,154,630 | 77,900 | - | - | - |
| Stanley I. Landgraf | 21,596,625 | 56,154,630 | 78,464 | - | - | - |
| Dr. Joseph G. Morone | 21,597,189 | 56,154,630 | 77,900 | - | - | - |
| Allan Stenshamn | 21,596,857 | 56,154,630 | 78,232 | - | - | - |
| Barbara P. Wright | 21,596,625 | 56,154,630 | 78,464 | - | - | - |

In the vote on the motion to appoint the firm of Coopers & Lybrand L.L.P. as the Company's auditor for 1996, the number of votes cast for, the number cast against, and the number of votes abstaining with respect to such resolution were as follows:

| Number of Votes For | | Number of Votes Against | | Number of Votes Abstaining | | Broker Nonvotes | |
|---------------------|------------|-------------------------|---------|----------------------------|---------|-----------------|---------|
| Class A | Class B | Class A | Class B | Class A | Class B | Class A | Class B |
| 21,652,732 | 56,154,630 | 12,218 | - | 10,139 | - | - | - |

In the vote on the resolution to approve the Director's Annual Retainer Plan, the number of votes cast for, the number cast against, and the number of votes abstaining with respect to such resolution were as follows:

| Number of Votes For | | Number of Votes Against | | Number of Votes Abstaining | | Broker Nonvotes | |
|---------------------|------------|-------------------------|---------|----------------------------|---------|-----------------|---------|
| Class A | Class B | Class A | Class B | Class A | Class B | Class A | Class B |
| 21,322,102 | 56,154,630 | 67,209 | - | 285,778 | - | - | - |

Item 6. Exhibits and Reports on Form 8-K

No reports on Form 8-K were filed during the quarter ended
June 30, 1996.

Exhibit No. Description

- 11. Schedule of computation of primary and fully diluted net income per share
- 27. Financial data schedule

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALBANY INTERNATIONAL CORP.

(Registrant)

Date: August 9, 1996

by /s/Michael C. Nahl

Michael C. Nahl
Sr. Vice President and
Chief Financial Officer

ALBANY INTERNATIONAL CORP.
EXHIBIT 11
SCHEDULE OF COMPUTATION OF PRIMARY AND FULLY DILUTED NET INCOME PER SHARE

(in thousands, except per share data)

PRIMARY EARNINGS PER SHARE:

| For the three months ended June 30, | | | For the six months ended June 30, | |
|--|------------|---|--------------------------------------|------------|
| 1996 (1) | 1995 (1) | | 1996 (1) | 1995 (1) |
| 30,375,488 | 30,162,578 | Common stock outstanding at end of period | 30,375,488 | 30,162,578 |
| | | Adjustments to ending shares to arrive at weighted average for the period: | | |
| (22,053) | (20,073) | Shares contributed to E.S.O.P. (2) | (80,129) | (49,872) |
| (4,577) | (26,796) | Shares issued under option or to Directors (2) | (6,416) | (49,322) |
| - | - | Treasury shares purchased (2) | 27,780 | 17,735 |
| 30,348,858 | 30,115,709 | Weighted average number of shares | 30,316,723 | 30,081,119 |
| \$12,148 | \$11,631 | Income before extraordinary item | \$21,300 | \$19,320 |
| - | - | Extraordinary loss on early extinguishment of debt, net of tax of \$828 | \$1,296 | - |
| \$12,148 | \$11,631 | Net income | \$20,004 | \$19,320 |
| \$0.40 | \$0.38 | Income per share before extraordinary item (3) | \$0.70 | \$0.64 |
| - | - | Extraordinary loss on early extinguishment of debt(3) | (0.04) | - |
| \$0.40 | \$0.38 | Net income per share (3) | \$0.66 | \$0.64 |

(1) Includes Class A and Class B Common Stock

(2) Calculated as follows:

number of shares multiplied by the reciprocal of the number of days
outstanding (or the reciprocal of the number of days held in treasury
for treasury stock purchases) divided by the number of days in the
period

SHARES CONTRIBUTED TO E.S.O.P.:

For the six months:

| | | | |
|-------------------|----------|-----------|--------|
| January 31, 1995 | 12,346 * | (30/181) | 2,046 |
| February 23, 1995 | 656 * | (53/181) | 192 |
| February 28, 1995 | 13,324 * | (58/181) | 4,270 |
| February 28, 1995 | 37,040 * | (58/181) | 11,869 |
| March 31, 1995 | 12,697 * | (89/181) | 6,243 |
| April 30, 1995 | 9,968 * | (119/181) | 6,554 |
| May 31, 1995 | 10,301 * | (150/181) | 8,537 |
| June 30, 1995 | 10,217 * | (180/181) | 10,161 |
| | | | ----- |
| | | | 49,872 |
| | | | ===== |

| | | | |
|-------------------|-----------|-----------|--------|
| January 31, 1996 | 12,969 * | (30/182) | 2,138 |
| February 29, 1996 | 136,670 * | (59/182) | 44,305 |
| March 31, 1996 | 11,616 * | (90/182) | 5,744 |
| April 30, 1996 | 10,790 * | (120/182) | 7,114 |
| May 31, 1996 | 12,658 * | (151/182) | 10,502 |
| June 30, 1996 | 10,383 * | (181/182) | 10,326 |
| | | | ----- |
| | | | 80,129 |

ALBANY INTERNATIONAL CORP.

EXHIBIT 11

SCHEDULE OF COMPUTATION OF PRIMARY AND FULLY DILUTED NET INCOME PER SHARE
(in thousands, except per share data)

For the three months:

| | | |
|----------------|------------------|--------|
| April 30, 1995 | 9,968 * (29/91) | 3,177 |
| May 31, 1995 | 10,301 * (60/91) | 6,792 |
| June 30, 1995 | 10,217 * (90/91) | 10,104 |
| | | ----- |
| | | 20,073 |
| | | ===== |
| April 30, 1996 | 10,790 * (29/91) | 3,438 |
| May 31, 1996 | 12,658 * (60/91) | 8,346 |
| June 30, 1996 | 10,383 * (90/91) | 10,269 |
| | | ----- |
| | | 22,053 |
| | | ===== |

SHARES ISSUED UNDER OPTION OR TO DIRECTORS:

For the six months:

| | | |
|----------------|--------------------|--------|
| April 12, 1995 | 25,000 * (101/181) | 13,950 |
| April 27, 1995 | 5,000 * (116/181) | 3,204 |
| May 1, 1995 | 20,000 * (120/181) | 13,260 |
| June 2, 1995 | 7,500 * (152/181) | 6,298 |
| June 6, 1995 | 14,000 * (156/181) | 12,066 |
| June 14, 1995 | 600 * (164/181) | 544 |
| | | ----- |
| | | 49,322 |
| | | ===== |
| May 20, 1996 | 2,255 * (140/182) | 1,735 |
| May 22, 1996 | 6,000 * (142/182) | 4,681 |
| | | ----- |
| | | 6,416 |
| | | ===== |

For the three months:

| | | |
|----------------|------------------|--------|
| April 12, 1995 | 25,000 * (11/91) | 3,022 |
| April 27, 1995 | 5,000 * (26/91) | 6,593 |
| May 1, 1995 | 20,000 * (30/91) | 6,593 |
| June 2, 1995 | 7,500 * (62/91) | 5,110 |
| June 6, 1995 | 14,000 * (66/91) | 10,154 |
| June 14, 1995 | 600 * (74/91) | 488 |
| | | ----- |
| | | 26,796 |
| | | ===== |
| May 20, 1996 | 2,255 * (49/91) | 1,214 |
| May 22, 1996 | 6,000 * (51/91) | 3,363 |
| | | ----- |
| | | 4,577 |
| | | ===== |

TREASURY SHARES PURCHASED:

For the six months:

| | | |
|-------------------|-------------------|--------|
| February 16, 1995 | 15,000 * (46/181) | 3,812 |
| March 14, 1995 | 35,000 * (72/181) | 13,923 |
| | | ----- |
| | | 17,735 |
| | | ===== |
| January 17, 1996 | 91,000 * (16/182) | 8,000 |
| March 13, 1996 | 50,000 * (72/182) | 19,780 |
| | | ----- |
| | | 27,780 |
| | | ===== |

(3) Dilutive common stock equivalents are not material and therefore are not included in the calculation of primary earnings per common share.

ALBANY INTERNATIONAL CORP.

EXHIBIT 11

SCHEDULE OF COMPUTATION OF PRIMARY AND FULLY DILUTED NET INCOME PER SHARE

(in thousands, except per share data)

FULLY DILUTED EARNINGS PER SHARE:

| For the three months ended June 30, | | | For the six months ended June 30, | |
|--|-------------------|--|--------------------------------------|-------------------|
| 1996 | 1995 | | 1996 | 1995 |
| 30,348,858 | 30,115,709 | Weighted average number of shares | 30,316,723 | 30,081,119 |
| 391,516 | 653,677 | Incremental shares of unexercised options (4) | 391,516 | 653,677 |
| - | 5,712,450 | Convertible shares of subordinated debentures (5) | - | 5,712,450 |
| <u>30,740,374</u> | <u>36,481,836</u> | Adjusted weighted average number of shares | <u>30,708,239</u> | <u>36,447,246</u> |
| \$12,148 | \$13,056 | Income before extraordinary item | \$21,300 | \$22,170 |
| - | - | Extraordinary loss on early extinguishment of debt, net of tax of \$828 | \$1,296 | - |
| <u>\$12,148</u> | <u>\$13,056</u> | Net income (including after-tax income adjustment) | <u>\$20,004</u> | <u>\$22,170</u> |
| \$0.40 | \$0.36 | Income per share before extraordinary item | \$0.69 | \$0.61 |
| - | - | Extraordinary loss on early extinguishment of debt | (0.04) | - |
| <u>\$0.40</u> | <u>\$0.36</u> | Fully diluted net income per share | <u>\$0.65</u> | <u>\$0.61</u> |

(4) Incremental shares of unexercised options are calculated based on the higher of the average price of the Company's stock or the ending price for the respective period. The calculation includes all options whose exercise price is below the higher of the average or ending stock price.

(5) The convertible subordinated debentures were redeemed in March 1996 and therefore removed from the fully diluted calculation. In 1995, the subordinated debentures were convertible into 5,712,450 shares of the Company's Class A Common Stock. There were no conversions as of June 30, 1995. Upon any conversion, the Company would realize an after-tax income adjustment based on the effective interest expense on the bonds less the corresponding income tax deduction. The full amount of the shares and the income adjustment are included in the calculation only when they cause dilution to net income per share.

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM ALBANY INTERNATIONAL CORP'S CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE SIX MONTHS ENDED JUNE 30, 1996 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

| | | |
|-------------|---------|---------|
| | 1,000 | |
| 6-MOS | | |
| DEC-31-1996 | | |
| JUN-30-1996 | | |
| | | 6,561 |
| | | 0 |
| | 181,240 | |
| | 5,242 | |
| | 171,647 | |
| | 372,797 | |
| | | 637,080 |
| | 295,288 | |
| | 814,089 | |
| 147,289 | | |
| | | 222,647 |
| | 0 | |
| | | 0 |
| | | 31 |
| | | 313,181 |
| 814,089 | | |
| | | 340,148 |
| | 340,148 | |
| | | 197,982 |
| | 296,322 | |
| | (28) | |
| | 232 | |
| | 8,515 | |
| | 35,107 | |
| | 13,694 | |
| 21,300 | | |
| | 0 | |
| | (1,296) | |
| | | 0 |
| | 20,004 | |
| | .66 | |
| | .66 | |