

ALLIANCE ONE INTERNATIONAL, INC.

Form 4

August 15, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BABB HENRY C**

(Last) (First) (Middle)

**C/O ALLIANCE ONE  
INTERNATIONAL, INC., 2201  
MILLER ROAD**

(Street)

**WILSON, NC 27893**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

**ALLIANCE ONE  
INTERNATIONAL, INC. [AOI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/11/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**SVP CHIEF LEGAL OFFICER & SEC**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| COMMON<br>STOCK                       | 07/11/2005                              | 07/12/2005                                                  | F                                    | 1,300 D                                                                    | \$ 5.85 48,528                                                                                                     | D                                                                    |                                                                   |
| COMMON<br>STOCK                       | 07/11/2005                              | 07/12/2005                                                  | F                                    | 700 D                                                                      | \$ 5.84 49,828                                                                                                     | D                                                                    |                                                                   |
| COMMON<br>STOCK                       | 07/11/2005                              | 07/12/2005                                                  | F                                    | 4,600 D                                                                    | \$ 5.8 50,528                                                                                                      | D                                                                    |                                                                   |
| COMMON<br>STOCK                       |                                         |                                                             |                                      |                                                                            | 55,128                                                                                                             | D                                                                    |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                            | 16                                                                                                                 | I                                                                    | 401 k                                                             |

COMMON  
STOCK

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Underlying<br>(Instr. 3 and 4) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------|---------------------------------------------|
|                                               |                                                        |                                         |                                                       | Code                              | V (A) (D)                                                                                  | Date Exercisable                                            | Expiration Date | Title                                       |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY     | \$ 5.8                                                 |                                         |                                                       |                                   |                                                                                            | 06/11/2004 <sup>(5)</sup>                                   | 06/11/2013      | COMMON STOCK                                |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY     | \$ 6.3                                                 |                                         |                                                       |                                   |                                                                                            | 08/13/2003 <sup>(1)</sup>                                   | 08/13/2012      | COMMON STOCK                                |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY     | \$ 5.83                                                |                                         |                                                       |                                   |                                                                                            | 08/14/2002 <sup>(2)</sup>                                   | 08/14/2011      | COMMON STOCK                                |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY     | \$ 1.67                                                | 07/11/2005                              | 07/12/2005                                            | X                                 | 9,000                                                                                      | 08/10/2000 <sup>(3)</sup>                                   | 08/10/2006      | COMMON STOCK                                |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY     | \$ 2.96                                                | 07/11/2005                              | 07/12/2005                                            | X                                 | 1,800                                                                                      | 08/10/1999 <sup>(4)</sup>                                   | 08/10/2005      | COMMON STOCK                                |

## Reporting Owners

| Reporting Owner Name / Address                  | Relationships                    |
|-------------------------------------------------|----------------------------------|
|                                                 | Director 10% Owner Officer Other |
| BABB HENRY C<br>C/O ALLIANCE ONE INTERNATIONAL, | SVP CHIEF LEGAL OFFICER &<br>SEC |

INC.  
2201 MILLER ROAD  
WILSON, NC 27893

## Signatures

Henry C. Babb,  
Attorney-in-fact

08/15/2005

\_\_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) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 13, 2002, the date of grant, subject to continued employment.
- (2) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 14, 2001, the date of grant, subject to continued employment.
- (3) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 10, 1999, the date of grant, subject to continued employment.
- (4) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 10, 1998, the date of grant, subject to continued employment.
- (5) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of June 11, 2003, the date of grant, subject to continued employment.

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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