

ALLIANCE ONE INTERNATIONAL, INC.

Form 4

August 15, 2005

**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 \*  
**BABB HENRY C**

2. Issuer Name and Ticker or Trading Symbol  
**ALLIANCE ONE INTERNATIONAL, INC. [AOI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O ALLIANCE ONE INTERNATIONAL, INC., 2201 MILLER ROAD**

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

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

(Street)  
**WILSON, NC 27893**

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

**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 Indirect Beneficial Ownership (Instr. 4) |        |   |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |        |   |       |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |        |   |       |
| COMMON STOCK                    | 07/11/2005                           | 07/12/2005   | F                              |   | 1,300   | D  | \$ 5.85   | 48,528 | D |       |
| COMMON STOCK                    | 07/11/2005                           | 07/12/2005   | F                              |   | 700   | D  | \$ 5.84   | 49,828 | D |       |
| COMMON STOCK                    | 07/11/2005                           | 07/12/2005   | F                              |   | 4,600   | D  | \$ 5.8  | 50,528 | D |       |
| COMMON 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 (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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY  | \$ 5.8   |                                      |  |                                |  | 06/11/2004 <sup>(5)</sup> 06/11/2013                     | COMM STOCK  |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY  | \$ 6.3   |                                      |  |                                |  | 08/13/2003 <sup>(1)</sup> 08/13/2012                     | COMM STOCK  |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY  | \$ 5.83  |                                      |  |                                |  | 08/14/2002 <sup>(2)</sup> 08/14/2011                     | COMM 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                     | COMM 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                     | COMM 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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