

ALLIANCE ONE INTERNATIONAL, INC.

Form 4

August 15, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 C/O ALLIANCE ONE INTERNATIONAL,			SVP CHIEF LEGAL OFFICER & SEC	

