

ALLIANCE ONE INTERNATIONAL, INC.

Form 4

August 26, 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
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(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)
08/25/2005

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 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
COMMON STOCK	08/25/2005	08/25/2005	A		7,500	A \$ 0	56,028 D
COMMON STOCK							49,828 D
COMMON STOCK							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.

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(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 Acquired (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 6.3					08/13/2003 ⁽¹⁾ 08/13/2012	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 5.83					08/14/2002 ⁽²⁾ 08/14/2011	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 1.67					08/10/2000 ⁽³⁾ 08/10/2006	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 2.96					08/10/1999 ⁽⁴⁾ 08/10/2005	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 5.8					06/11/2004 ⁽⁵⁾ 06/11/2013	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

BABB HENRY C
C/O ALLIANCE ONE INTERNATIONAL,
INC.
2201 MILLER ROAD
WILSON, NC 27893

SVP CHIEF LEGAL OFFICER &
SEC

Signatures

Henry C. Babb,
Attorney-in-fact

08/26/2005

__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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