

BABB HENRY C
Form 4/A
August 28, 2006

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 *
BAB B 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., 8001
AERIAL CENTER PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2006

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP CHIEF LEGAL OFFICER & SEC

MORRISVILLE, NC 27560

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/21/2006

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

(City) (State) (Zip)

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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON STOCK ⁽¹⁾ | 08/17/2006 | 08/17/2006 | A | | 7,500 | A | \$ 0 |
| COMMON STOCK | | | | | | | 58,023 |
| | | | | | | | 1,501 |
| | | | | | | I | 401(k) |

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

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(9-02)

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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) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------|
| STOCK OPTION RIGHT-TO-BUY (1) | \$ 3.94 | 08/17/2006 | 08/17/2006 | A | 15,000 | 08/17/2007(2) 08/17/2016 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| BABB HENRY C C/O ALLIANCE ONE INTERNATIONAL, INC. 8001 AERIAL CENTER PARKWAY MORRISVILLE, NC 27560 | Director 10% Owner Officer Other SVP CHIEF LEGAL OFFICER & SEC |

Signatures

HENRY C. BABB,
ATTORNEY-IN-FACT 08/28/2006

**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) This amendment is being filed to reflect the accurate transaction price of \$0 per share.
- (2) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 17, 2006, 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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