

BABB HENRY C  
Form 4  
June 17, 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  
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(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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/15/2005

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

WILSON, NC 27893

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

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	06/15/2005	06/15/2005	F		1,539	D	\$ 6.55
COMMON STOCK							16
						I	401 k

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

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 17.4					06/11/2004 <sup>(5)</sup> 06/11/2013	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 18.9					08/13/2003 <sup>(1)</sup> 08/13/2012	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 17.5					08/14/2002 <sup>(2)</sup> 08/14/2011	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 5					08/10/2000 <sup>(3)</sup> 08/10/2006	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 8.875					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 C/O ALLIANCE ONE INTERNATIONAL, INC. 2201 MILLER ROAD WILSON, NC 27893	SVP CHIEF LEGAL OFFICER & SEC

## Signatures

Henry C. Babb,  
Attorney-in-fact 06/17/2005

\_\_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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