

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

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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., 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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(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 ⁽⁵⁾ 06/11/2013	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 18.9					08/13/2003 ⁽¹⁾ 08/13/2012	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 17.5					08/14/2002 ⁽²⁾ 08/14/2011	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 5					08/10/2000 ⁽³⁾ 08/10/2006	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 8.875					08/10/1999 ⁽⁴⁾ 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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