

ALLIANCE ONE INTERNATIONAL, INC.
 Form 5
 May 15, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BABB HENRY C

(Last) (First) (Middle)

C/O ALLIANCE ONE INTERNATIONAL, INC., 1108 WINDEMERE DR.

(Street)

WILSON, NC 27896

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALLIANCE ONE INTERNATIONAL, INC. [AOI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 03/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 08/22/2005 | 08/22/2005 | G | 1,950 D \$ (9) | 50,523 (1) (2) | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ ^ | 1,501 (2) (3) | I | 401(k) |

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

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SEC 2270 (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 (Instr. 3 and 4) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|---------------------------------------------|
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY | \$ 6.3 | Â | Â | Â | Â Â | Date Exercisable: 08/13/2003 ⁽⁴⁾ Expiration Date: 08/13/2012 | Common Stock |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY | \$ 5.83 | Â | Â | Â | Â Â | Date Exercisable: 08/14/2002 ⁽⁵⁾ Expiration Date: 08/14/2011 | Common Stock |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY | \$ 1.67 | Â | Â | Â | Â Â | Date Exercisable: 08/10/2000 ⁽⁶⁾ Expiration Date: 08/10/2006 | Common Stock |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY | \$ 5.8 | Â | Â | Â | Â Â | Date Exercisable: 06/11/2004 ⁽⁷⁾ Expiration Date: 06/11/2013 | Common Stock |
| Incentive Stock Option - Right to Buy | \$ 3.96 | Â | Â | Â | Â Â | Date Exercisable: 08/30/2006 ⁽⁸⁾ Expiration Date: 08/30/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BABB HENRY C C/O ALLIANCE ONE INTERNATIONAL, INC. 1108 WINDEMERE DR. WILSON, NC 27896 | Â | Â | Â SVP CHIEF LEGAL OFFICER & SEC | Â |

Signatures

Henry C. Babb,
Attorney-in-Fact

05/12/2006

**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) Includes 659 shares acquired by the Reporting Person between April 1, 2005 and March 31, 2006 under the Issuers Dividend Reinvestment Plan.
- (2) The totals vary from last filing due to mathematical and recordkeeping errors.
- (3) Includes 1485 shares of the Issuer's Common Stock under the 401(k) plan acquired by the Reporting Person between April 1, 2005 and March 31, 2006.
- (4) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 13, 2002, the date of the grant, subject to continued employment.
- (5) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 14, 2001, the date of the grant, subject to continued employment.
- (6) The shares underlying this option became exercisable one-fourth on each of the four anniversaries of August 10, 1999, the date of the grant, subject to continued employment.
- (7) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of June 11, 2003, the date of the grant, subject to continued employment.
- (8) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 30, 2005, the date of the grant, subject to continued employment.
- (9) Bonafide gift to emancipated adult daughter

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.