

ALLIANCE ONE INTERNATIONAL, INC.

Form 5

May 15, 2006

FORM 5**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).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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
KEHAYA MARK W

(Last) (First) (Middle)

C/O ALLIANCE ONE
INTERNATIONAL, INC., 2805
LAKEVIEW DRIVE

(Street)

RALEIGH, NC 27690

(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)
03/31/20064. 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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â	1,342,849 (2)	D	Â
Common Stock	Â	Â	Â	Â Â Â	3,950 (1)	I	401(k)
Common Stock	Â	Â	Â	Â Â Â	5,490	I	by wife

Common Stock	Â	Â	Â	Â	Â	Â	7,674	I	by child Helga Kehaya & Wachovia Bank Co-ttees w/Mark Kehaya, Helga Kehaya, & William Whitaker Ery W. Kehaya
Common Stock	Â	Â	Â	Â	Â	Â	2,071,098 (6)	I	2/16/96 FBO St. Pauls School FBO for Whit & Elizabeth cottees Wachovia, Mark Kehaya, Helga Kehaya & William Whitaker
Common Stock	Â	Â	Â	Â	Â	Â	1,073,811 (6)	I	FBO for Mark Kehaya, Cottees Wachovia, Mark Kehaya, Helga Kehaya & William Whitaker
Common Stock	Â	Â	Â	Â	Â	Â	187,500 (6)	I	FBO for Mark Kehaya, Cottees Wachovia, Mark Kehaya, Helga Kehaya & William Whitaker
Common Stock	Â	Â	Â	Â	Â	Â	187,500 (6)	I	

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.

SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: ALLIANCE ONE INTERNATIONAL, INC. - Form 5

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)
					(A) (D)	Date Exercisable Expiration Date	Title
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 18.9	Â	Â	Â	Â Â	08/13/2003 ⁽³⁾ 08/13/2012	Common Stock
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 17.5	Â	Â	Â	Â Â	08/14/2002 ⁽⁴⁾ 08/14/2011	Common Stock
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 17.4	Â	Â	Â	Â Â	06/11/2004 ⁽⁵⁾ 06/11/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEHAYA MARK W C/O ALLIANCE ONE INTERNATIONAL, INC. 2805 LAKEVIEW DRIVE RALEIGH, NC 27690	Â X	Â	Â	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 74 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.
- (2) The totals vary from last filing due to mathematical and recordkeeping errors.
- (3) 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.

Edgar Filing: ALLIANCE ONE INTERNATIONAL, INC. - Form 5

- (4) 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.
- (5) 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.
- (6) Previously reported as beneficially owned by one of the other co-trustees

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.