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

FORM 5

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

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

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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

1. Name and Address of Reporting Person *
SHERIDAN WILLIAM S

(Last) (First) (Middle)

CASA JERSEY,Â 242 KING'S HIGHWAY

(Street)

TAPPAN,Â NYÂ 10983

(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)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)
_X_ 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)
				Amount	(A) or (D)	Price			
COMMON STOCK	Â	Â	Â	Â	Â	Â	45,736 (1) (2)	D	Â

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

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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 (Instr. 3 and
					(A)	(D)	Date Exercisable	Expiration Date	Title
NON-QUALFIED STOCK OPTION - RIGHT TO BUY	$ 18.9	Â	Â	Â	Â	Â	08/13/2003(3)	08/13/2012	Common Stock
NON-QUALFIED STOCK OPTION - RIGHT TO BUY	$ 17.5	Â	Â	Â	Â	Â	08/14/2002(4)	08/14/2011	Common Stock
NON-QUALFIED STOCK OPTION - RIGHT TO BUY	$ 5	Â	Â	Â	Â	Â	08/10/2000(5)	08/10/2006	Common Stock
NON-QUALFIED STOCK OPTION - RIGHT TO BUY	$ 17.4	Â	Â	Â	Â	Â	06/11/2004(6)	06/11/2013	Common Stock
7-1/4% CONVERTIBLE SUBORDINATED DEBENTURE	$ 29.38	Â	Â	Â	Â	Â	06/14/1999	03/31/2007	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERIDAN WILLIAM S CASA JERSEY 242 KING'S HIGHWAY TAPPAN,Â NYÂ 10983	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 287 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) 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.

(4) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 14, 2001, the date of thegrant, subject to continued employment.

(5) 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.

(6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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