KEHAYA MARK W Form 4/A

August 15, 2006 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

> January 31, 2005

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response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* KEHAYA MARK W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ALLIANCE ONE

INTERNATIONAL, INC. [AOI]

(Check all applicable)

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

08/30/2005

X\_ Director 10% Owner Officer (give title Other (specify

C/O ALLIANCE ONE INTERNATIONAL, INC., 8001 AERIAL CENTER PARKWAY

(Street)

(First)

(Middle)

(Zip)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 08/30/2005

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

MORRISVILLE, NC 27560

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ai Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
NON-QUALFIED STOCK OPTION - RIGHT TO BUY	\$ 5.83 (1)					08/14/2002(2)	08/14/2011	COMMON STOCK
NON-QUALFIED STOCK OPTION - RIGHT TO BUY	\$ 6.3 (1)					08/13/2003(3)	08/13/2012	COMMON STOCK
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 5.8 (1)					06/11/2004(4)	06/11/2013	COMMON STOCK

## **Reporting Owners**

#### Relationships

KEHAYA MARK W C/O ALLIANCE ONE INTERNATIONAL, INC. 8001 AERIAL CENTER PARKWAY MORRISVILLE, NC 27560



## **Signatures**

Henry C. Babb, Attorney-in-fact 08/15/2006

\*\*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).

or number of shares of such derivative securities (the "Number of Shares"), and (iii) the number of derivative securities beneficially owned following reported transaction(s) (the "Number of Beneficially Owned Derivative Securities"), as reported in Columns 2, 7 and 9 of Table II. Although such data was reported correctly in the initial Form 3 filed by the reporting individual on May 24, 2005, as a result of clerical error the Exercise Price, Number of Shares and Number of Beneficially Owned Derivative Securities were reported incorrectly in subsequent filings.

This amendment is being filed to correct (i) the conversion or exercise price of derivative securities (the "Exercise Price"), (ii) the amount

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- (2) 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 services on the Board.
- (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 services on the Board.
- (4) 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 services on the Board.

Note: File three copies of this Form, one of which must be manually signed. If space 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.