Sheets Robert A. Form 4 October 20, 2010

### FORM 4

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

Number:

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

**SECURITIES** 

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Sheets Robert A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ALLIANCE ONE

INTERNATIONAL, INC. [AOI]

(Check all applicable)

EVP - CFO

(Last) (First) (Middle)

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

10/18/2010

X\_ Officer (give title Other (specify below) below)

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

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Director

Filed(Month/Day/Year)

3.

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MORRISVILLE, NC 27560

(City) (State) (Zip)

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

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

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

10% Owner

(A)

Reported 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)

### Edgar Filing: Sheets Robert A. - Form 4

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	10/18/2010		A	41,667	<u>(2)</u>	(2)	Common Stock	41,667	
Restricted Stock Units	(1)	10/18/2010		A	35,000	<u>(3)</u>	(3)	Common Stock	35,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
coporting of the real time	Director	10% Owner	Officer	Other		
Sheets Robert A.						
C/O ALLIANCE ONE INTERNATIONAL, INC.			EVP -			
8001 AERIAL CENTER PARKWAY			CFO			
MORRISVILLE, NC 27560						

## **Signatures**

HENRY C. BABB, ATTORNEY-IN-FACT

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Alliance One International, Inc. common stock.
- (2) Shares awarded under the Alliance One International, Inc. Long-Term Incentive Plan. 3-year cliff vesting: 100% at third anniversary of grant date.
- (3) Shares awarded under the Alliance One International, Inc. Long-Term Incentive Plan. 3-year tranche vesting: 50% at year 1, 25% at year 2, and 25% at year 3 from grant date.

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.

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