

ALLIANCE ONE INTERNATIONAL, INC.

Form 5

May 15, 2006

# FORM 5

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

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

**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 \*  
 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)  
 03/31/2006

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)

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)
				(A) Amount	or (D)	Price			
Common Stock	^	^	^	^	^	^	1,342,849 (2)	D	^
Common Stock	^	^	^	^	^	^	3,950 (1)	I	401(k)
Common Stock	^	^	^	^	^	^	5,490	I	by wife

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Common Stock	Â	Â	Â	Â	Â	Â	7,674	I	by child Helga Kehaya & Wachovia Bank Co-tees 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 cottes Wachovia, Mark Kehaya, Helga Kehaya & William Whitaker
Common Stock	Â	Â	Â	Â	Â	Â	1,073,811 (6)	I	FBO for Mark Kehaya, Cottes Wachovia, Mark Kehaya, Helga Kehaya & William Whitaker
Common Stock	Â	Â	Â	Â	Â	Â	187,500 (6)	I	
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.

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(9-02)

**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. 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	\$ 18.9				(A) (D)	08/13/2003 <sup>(3)</sup> 08/13/2012	Common Stock
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 17.5				(A) (D)	08/14/2002 <sup>(4)</sup> 08/14/2011	Common Stock
NON-QUALIFIED STOCK OPTION - RIGHT TO BUY	\$ 17.4				(A) (D)	06/11/2004 <sup>(5)</sup> 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, 05/12/2006  
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) 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.

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- (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.