

ALLIANCE ONE INTERNATIONAL, INC.

Form 3

May 24, 2005

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â BABB HENRY C

(Last) (First) (Middle)

C/O ALLIANCE ONE INT'L
INC.,Â 2201 MILLER ROAD

(Street)

WILSON,Â NCÂ 27893

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/13/2005

3. Issuer Name **and** Ticker or Trading Symbol

ALLIANCE ONE INTERNATIONAL, INC. [AOI]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP-CHIEF LEGAL OFFICER
& SEC6. Individual or Joint/Group
Filing(Check Applicable Line)☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

COMMON STOCK

45,867 ⁽¹⁾

D

Â

COMMON STOCK

813

I

401K

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of
Indirect
Beneficial
Ownership

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
NON-QUALIFIED STOCK OPTION RIGHT TO BUY	06/11/2004 ⁽²⁾	06/11/2013	COMMON STOCK	9,000	\$ 5.8	D	Â
NON-QUALIFIED STOCK OPTION RIGHT TO BUY	08/13/2003 ⁽³⁾	08/13/2012	COMMON STOCK	9,000	\$ 6.3	D	Â
NON-QUALIFIED STOCK OPTION RIGHT TO BUY	08/14/2002 ⁽⁴⁾	08/14/2011	COMMON STOCK	9,000	\$ 5.83	D	Â
NON-QUALIFIED STOCK OPTION RIGHT TO BUY	08/10/2000 ⁽⁵⁾	08/10/2006	COMMON STOCK	9,000	\$ 1.67	D	Â
NON-QUALIFIED STOCK OPTION RIGHT TO BUY	08/10/1999 ⁽⁶⁾	08/10/2005	COMMON STOCK	1,800	\$ 2.96	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
BABB HENRY C C/O ALLIANCE ONE INT'L INC. 2201 MILLER ROAD WILSON, NC 27893	Â	Â	Â	SVP-CHIEF LEGAL OFFICER & SEC	Â

Signatures

/s/ HENRY C. BABB,
ATTORNEY-IN-FACT

05/24/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Received in exchange for 15,289 shares of STW Corporation common stock in connection with merger of STW Corporation into AOI Corporation (the "Merger"). On May 13, 2005, the closing price of STW's common stock was \$19.35 per share, and the closing price of AOI's common stock was \$6.47 per share.
- (1) 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.
 - (2) 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.
 - (3) 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.
 - (4)

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- (5) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 10, 1999, the date of grant, subject to continued employment.
- (6) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 10, 1998, 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 is insufficient, *See* Instruction 6 for procedure.

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