

KEHAYA MARK W  
Form 4/A  
August 28, 2006

**FORM 4**

**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).

**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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
ALLIANCE ONE  
INTERNATIONAL, INC. [AOI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/17/2006

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/21/2006

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 (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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |  |
| COMMON STOCK <sup>(1)</sup>     | 08/17/2006                           | 08/17/2006   | A                              | 4,000 A \$ 0  | 1,346,849   | D  |  |
| COMMON STOCK                    |                                      |  |                                |   | 3,950 <sup>(2)</sup>  | I  | 401(k)                                     |
| COMMON STOCK                    |                                      |  |                                |   | 5,490   | I  | BY WIFE                                    |
| COMMON STOCK                    |                                      |  |                                |   | 7,674   | I  | BY CHILD                                   |
|                                 |                                      |  |                                |   | 2,071,098 <sup>(3)</sup>  | I  |  |

|                 |                            |  |
|-----------------|----------------------------|--|
| COMMON<br>STOCK | 1,073,811 <sup>(3)</sup> I | Helga<br>Kehaya &<br>Wachovia<br>Bank<br>Co-ttees<br>w/Mark<br>Kehaya,<br>Helga<br>Kehaya, &<br>William<br>Whitaker<br>Ery W.<br>Kehaya<br>2/16/96<br>FBO St.<br>Pauls<br>School |
| COMMON<br>STOCK | 187,500 <sup>(3)</sup> I   | FBO for<br>Whit &<br>Elizabeth<br>cottees<br>Wachovia,<br>Mark<br>Kehaya,<br>Helga<br>Kehaya &<br>William<br>Whitaker  |
| COMMON<br>STOCK | 187,500 <sup>(3)</sup> I   | FBO for<br>Mark<br>Kehaya,<br>Cottees<br>Wachovia,<br>Mark<br>Kehaya,<br>Helga<br>Kehaya &<br>William<br>Whitaker  |

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

**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.**

SEC 1474  
(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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V  | (A)  | (D)   |   |  |
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |              |         |       |
|--|---------------|--------------|---------|-------|
|  | Director      | 10%<br>Owner | Officer | Other |
| KEHAYA MARK W<br>C/O ALLIANCE ONE INTERNATIONAL, INC.<br>8001 AERIAL CENTER PARKWAY<br>MORRISVILLE, NC 27560 | X             |              |         |       |

## Signatures

HENRY C. BABB,  
ATTORNEY-IN-FACT 08/28/2006

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) This amendment is being filed to reflect the accurate transaction price of \$0 per share.
- (2) 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.
- (3) 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 is insufficient, see Instruction 6 for procedure.

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