

PRESLAR B CLYDE
Form 4/A
August 11, 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 *
PRESLAR B CLYDE

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)
08/30/2005

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)
08/30/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | (A) or (D) | Code V | Amount | Price | |

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

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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 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY | \$ 1.67 ⁽¹⁾ | | | | | 08/10/2000 ⁽²⁾ | 08/10/2006 | COMMON STOCK |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY | \$ 5.83 ⁽¹⁾ | | | | | 08/14/2002 ⁽³⁾ | 08/14/2011 | COMMON STOCK |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY | \$ 6.3 ⁽¹⁾ | | | | | 08/13/2003 ⁽⁴⁾ | 08/13/2012 | COMMON STOCK |
| NON-QUALIFIED STOCK OPTION - RIGHT TO BUY | \$ 5.8 ⁽¹⁾ | | | | | 06/11/2004 ⁽⁵⁾ | 06/11/2013 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PRESLAR B CLYDE C/O ALLIANCE ONE INTERNATIONAL, INC. 8001 AERIAL CENTER PARKWAY MORRISVILLE, NC 27560 | X | | | |

Signatures

Henry C. Babb,
Attorney-in-fact

08/11/2006

**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 correct (i) the conversion or exercise price of derivative securities (the "Exercise Price"), (ii) the amount or number of shares of such derivative securities (the "Number of Shares"), and (iii) the number of derivative securities beneficially

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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 25, 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.

- (2) 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.
- (3) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 14, 2001, the date of grant, subject to continued employment.
- (4) The shares underlying this option become exercisable one-fourth on each of the four anniversaries of August 13, 2002, the date of 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 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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