

ALLIANCE ONE INTERNATIONAL, INC.
 Form 4
 January 09, 2007

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)
12/21/2006

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)

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 | | | | 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|--------|-----------|---|--|---|
| | | | Code | V | Amount | (D) Price | | | |
| COMMON STOCK | 12/21/2006 | | G ⁽¹⁾ | V | 3,200 | D | \$ 0 1,243,649 | D | |
| COMMON STOCK | 12/21/2006 | | G ⁽¹⁾ | V | 1,600 | A | \$ 0 9,274 | I | By wife as UTMA custodian for daughter |
| COMMON STOCK | 12/21/2006 | | G ⁽¹⁾ | V | 1,600 | A | \$ 0 1,600 | I | By wife as UTMA custodian for son |

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| | | | |
|--------------|-----------|---|---|
| COMMON STOCK | 3,950 | I | 401(k) |
| COMMON STOCK | 5,490 | I | BY WIFE |
| COMMON STOCK | 2,071,098 | I | Helga Kehaya & Wachovia Bank Co-ttees w/Mark Kehaya, Helga Kehaya, & William Whitaker Ery W. Kehaya |
| COMMON STOCK | 1,073,811 | I | 2/16/96 FBO St. Pauls School |
| COMMON STOCK | 187,500 | I | FBO for Whit & Elizabeth cottes Wachovia, Mark Kehaya, Helga Kehaya & William Whitaker |
| COMMON STOCK | 187,500 | I | FBO for Mark Kehaya, Cottes Wachovia, Mark Kehaya, Helga Kehaya & William 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

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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)

| 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

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

Signatures

HENRY C. BABB,
ATTORNEY-IN-FACT

01/09/2007

**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).

Transfer to wife as custodian for minor children under Uniform Transfer to Minors Act of North Carolina. The reporting person disclaims (1) beneficial ownership of these shares, and this report shall not be deemed as admission that the reporting person is the beneficial owner or these shares for purposes of Section 16 or for any other purpose.

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.