

ALLIANCE ONE INTERNATIONAL, INC.
 Form 3
 May 24, 2005

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SHERIDAN WILLIAM S | | (Month/Day/Year) | ALLIANCE ONE INTERNATIONAL, INC. [AOI] | |
| (Last) | (First) | (Middle) | 05/13/2005 | |
| C/O ALLIANCE ONE INT'L INC., Â 430 OAK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| RIVER EDGE, Â NJ Â 07661 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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 | 34,599 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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 of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|--------------------------------------|-----------------------------|----------------------------|
| NON-QUALIFIED STOCK OPTION RIGHT TO BUY | 06/11/2004 ⁽²⁾ 06/11/2013 | COMMON STOCK 4,500 \$ 5.8 | D Â |
| NON-QUALIFIED STOCK OPTION RIGHT TO BUY | 08/13/2003 ⁽³⁾ 08/13/2012 | COMMON STOCK 4,500 \$ 6.3 | D Â |
| NON-QUALIFIED STOCK OPTION RIGHT TO BUY | 08/14/2002 ⁽⁴⁾ 08/14/2011 | COMMON STOCK 3,000 \$ 5.83 | D Â |
| NON-QUALIFIED STOCK OPTION RIGHT TO BUY | 08/10/2000 ⁽⁵⁾ 08/10/2006 | COMMON STOCK 3,000 \$ 1.67 | D Â |
| 7 1/4% CONVERTIBLE SUBORDINATED DEBENTURE | 06/14/1999 03/31/2007 | COMMON STOCK 30,000 \$ 9.79 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERIDAN WILLIAM S C/O ALLIANCE ONE INT'L INC. 430 OAK AVENUE RIVER EDGE, NJ 07661 | Â X | Â | Â | 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 11,533 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) 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.
 - (2) 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.
 - (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.
 - (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)

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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.

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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