

KEHAYA MARK W
Form 4/A
July 02, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
07/02/2010

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)
06/19/2009

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| COMMON STOCK | | | | (A) or (D) Price | 1,659,498 ⁽¹⁾ | I | Helga Kehaya & Wachovia Bank Co-tees w/Mark Kehaya, Helga Kehaya, & William Whitaker |

| | | | |
|-----------------|------------------------|---|--|
| Common Stock | 860,311 ⁽¹⁾ | I | Ery W. Kehaya 2/16/96 FBO St. Pauls School FBO for Mark Kehaya, Cottees Wachovia, Mark Kehaya, Helga Kehaya & William Whitaker |
| COMMON STOCK | 150,400 ⁽¹⁾ | I | FBO for Mark Kehaya, Cottees 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 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)

| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

KEHAYA MARK W
C/O ALLIANCE ONE INTERNATIONAL, INC.
8001 AERIAL CENTER PARKWAY
MORRISVILLE, NC 27560

Signatures

HENRY C. BABB,
ATTORNEY-IN-FACT

07/02/2010

__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).

This amendment is being filed to correct the number of shares the reporting person may be deemed to beneficially own by virtue of his status as co-trustee of certain trusts. The aggregate number of shares with respect to these trusts reported as beneficially owned by the

- (1) reporting person is the same as previously reported; however, the specific number of shares as allocated among the trusts was incorrect in the initial filing, as well as in certain prior Form 4 reports of the reporting person, including those filed on August 4, 2008, August 20, 2007, March 19, 2007 and March 15, 2007.

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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