

ALEXANDER & BALDWIN INC
 Form 4
 December 03, 2004

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 *
 SHAW MARYANNA G

2. Issuer Name and Ticker or Trading Symbol
 ALEXANDER & BALDWIN INC
 [ALEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/02/2004

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

7 VINEYARD WAY

(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

KENTFIELD, CA 949042627

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	12/02/2004		S		6,100	D	\$ 43.26	307,200	I	By Revocable Living Trust
Common Stock ⁽¹⁾	12/02/2004		S		3,600	D	\$ 43.27	303,600	I	By Revocable Living Trust
Common Stock ⁽¹⁾	12/02/2004		S		400	D	\$ 43.28	303,200	I	By Revocable Living Trust
Common Stock ⁽¹⁾	12/02/2004		S		1,000	D	\$ 43.29	302,200	I	By Revocable

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Common Stock <u>(1)</u>	12/02/2004	S	500	D	\$ 43.3	301,700	I	Living Trust By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	2,300	D	\$ 43.31	299,400	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	400	D	\$ 43.33	299,000	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	3,800	D	\$ 43.37	295,200	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	2,600	D	\$ 43.39	292,600	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	2,400	D	\$ 43.4	290,200	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	2,600	D	\$ 43.42	287,600	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	500	D	\$ 43.43	287,100	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	500	D	\$ 43.33	286,600	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	100	D	\$ 43.45	286,500	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	500	D	\$ 43.46	286,000	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	400	D	\$ 43.47	285,600	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	1,000	D	\$ 43.48	284,600	I	By Revocable Living Trust
Common Stock <u>(1)</u>	12/02/2004	S	1,600	D	\$ 43.49	283,000	I	By Revocable Living Trust

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Common Stock ⁽¹⁾	12/02/2004	S	4,000	D	\$ 43.5	279,000	I	By Revocable Living Trust
Common Stock						19,515	I	By Gerbode Trust
Common Stock						16,446	I	By Spouse (Benef. ownership disclaimed)

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

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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 Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

SHAW MARYANNA G
7 VINEYARD WAY
KENTFIELD, CA 949042627

Director 10% Owner Officer Other

X

Signatures

/s/ Shaw,
Maryanna G.

12/03/2004

__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).

On June 25, 1998, the Board of Directors of the Company declared a dividend, with respect to each share of common stock, of Common

(1) Stock Purchase Rights (the 'Rights') pursuant to a Rights Agreement, dated as of June 25, 1998. The Rights are currently attached to, represented by, and transferable with, certificates representing outstanding shares of common stock.

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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