

COX MATTHEW J

Form 4

March 31, 2005

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COX MATTHEW J

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)

555 12TH STREET

(Street)

OAKLAND, CA 94607

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
CFO of wholly-owned subsidiary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock ⁽¹⁾	03/30/2005		S		100	D \$ 41.13	10,930	D	
Common Stock ⁽¹⁾	03/30/2005		S		200	D \$ 41.14	10,730	D	
Common Stock ⁽¹⁾	03/30/2005		M		5,666	A \$ 26	12,730	D	
Common Stock ⁽¹⁾	03/30/2005		S		100	D \$ 41.01	12,630	D	
Common Stock ⁽¹⁾	03/30/2005		S		300	D \$ 41.02	12,330	D	

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Common Stock <u>(1)</u>	03/30/2005	S	100	D	\$ 41.04	12,230	D
Common Stock <u>(1)</u>	03/30/2005	S	200	D	\$ 41.07	12,030	D
Common Stock <u>(1)</u>	03/30/2005	S	100	D	\$ 41.08	11,930	D
Common Stock <u>(1)</u>	03/30/2005	S	200	D	\$ 41.09	11,730	D
Common Stock <u>(1)</u>	03/30/2005	S	200	D	\$ 41.1	11,530	D
Common Stock <u>(1)</u>	03/30/2005	S	200	D	\$ 41.11	11,330	D
Common Stock <u>(1)</u>	03/30/2005	S	300	D	\$ 41.12	11,030	D
Common Stock <u>(1)</u>	03/30/2005	S	331	D	\$ 41.16	10,399	D
Common Stock <u>(1)</u>	03/30/2005	S	100	D	\$ 41.18	10,299	D
Common Stock <u>(1)</u>	03/30/2005	S	200	D	\$ 41.19	10,099	D
Common Stock <u>(1)</u>	03/30/2005	S	200	D	\$ 41.2	9,899	D
Common Stock <u>(1)</u>	03/30/2005	S	700	D	\$ 41.21	9,199	D
Common Stock <u>(1)</u>	03/30/2005	S	100	D	\$ 41.26	9,099	D
Common Stock <u>(1)</u>	03/30/2005	S	100	D	\$ 41.27	8,999	D
Common Stock <u>(1)</u>	03/30/2005	S	401	D	\$ 41.29	8,598	D
Common Stock <u>(1)</u>	03/30/2005	S	200	D	\$ 41.3	8,398	D
Common Stock <u>(1)</u>	03/30/2005	S	122	D	\$ 41.31	8,276	D
Common Stock <u>(1)</u>	03/30/2005	S	62	D	\$ 41.32	8,214	D
Common Stock <u>(1)</u>	03/30/2005	S	200	D	\$ 41.33	8,014	D
Common Stock	03/30/2005	S	250	D	\$ 41.34	7,764	D
	03/30/2005	S	200	D		7,564	D

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Common Stock <u>(1)</u>					\$	41.35	
Common Stock <u>(1)</u>	03/30/2005	S	300	D	\$	41.36	7,264 D
Common Stock <u>(1)</u>	03/30/2005	S	100	D	\$	41.39	7,164 D
Common Stock <u>(1)</u>	03/30/2005	S	100	D	\$	41.41	7,064 D

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 26	03/30/2005		M		5,666		01/22/2004 ⁽²⁾	01/21/2013	Common Stock	5,666

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COX MATTHEW J 555 12TH STREET OAKLAND, CA 94607	CFO of wholly-owned subsidiary

Signatures

/s/ Cox,
Matthew J. 03/31/2005

**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.

(2) The option vests in three equal annual installments beginning on January 22, 2004.

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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