

ANDRASICK JAMES S  
Form 4  
January 28, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
ANDRASICK JAMES S

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)

3. Date of Earliest Transaction (Month/Day/Year)  
01/26/2005

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
CEO of wholly-owned subsidiary

OAKLAND, CA 94607

(City) (State) (Zip)

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

**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 <sup>(1)</sup>	12/22/2004		G	V	3,576	D	\$ 0	38,449	I	By Revocable Living Trust
Common Stock <sup>(1)</sup>	01/26/2005		A <sup>(2)</sup>		14,200	A	\$ 0	52,649	I	By Revocable Living Trust
Common Stock <sup>(1)</sup>	01/26/2005		A <sup>(3)</sup>		9,118	A	\$ 44.45	61,767	I	By Revocable Living Trust



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- (2) Shares issued under the issuer's 1998 Stock Option/Stock Incentive Plan.
- (3) Shares issued under the Issuer's Restricted Stock Bonus Plan with cash received as a bonus under the Issuer's Performance Improvement Incentive Plan.
- (4) Bonus shares issued in respect of the shares described in footnote 2.
- (5) The option vests in three equal annual installments beginning a year from the transaction date.

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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