

ALEXANDER & BALDWIN INC
 Form 4
 February 01, 2008

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 *
BENJAMIN CHRISTOPHER 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)
822 BISHOP STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice Pres., CFO & Treas.

HONOLULU, HI 96813
 (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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	01/30/2008		A ⁽²⁾		4,508	A	\$ 0	36,566.19	I	By Revocable Living Trust
Common Stock ⁽¹⁾	01/30/2008		F		3,131	D ⁽³⁾	\$ 44.3	33,435.19	I	By Revocable Living Trust
Common Stock ⁽¹⁾	01/30/2008		A ⁽⁴⁾		2,899	A	\$ 45.38	36,334.19	I	By Revocable Living Trust

Common Stock ⁽¹⁾	01/30/2008	A ⁽⁵⁾	1,449	A	\$ 0	37,783.19	I	By Revocable Living Trust
Common Stock ⁽¹⁾	01/30/2008	A ⁽⁶⁾	8,814	A	\$ 0	46,597.19	I	By Revocable Living Trust
Common Stock						555	D	

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)		
					Code	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 45.38	01/30/2008		A	25,373	01/30/2009 ⁽⁷⁾	01/29/2018	Common Stock ⁽¹⁾	25,373

Reporting Owners

Reporting Owner Name / Address	Relationships
BENJAMIN CHRISTOPHER J 822 BISHOP STREET HONOLULU, HI 96813	Director 10% Owner Officer Sr. Vice Pres., CFO & Treas.

Signatures

/s/ Benjamin,
Christopher J. 01/31/2008

 **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) Shares issued under the Issuer's 2007 Incentive Compensation Plan
- (3) Represents common stock withheld by the issuer to cover tax withholding obligations arising from the vesting of a previous grant of restricted shares.
- (4) Shares issued under the Issuer's Restricted Stock Bonus Plan with cash received as a bonus under the Issuer's Performance Improvement Incentive Plan.
- (5) Bonus shares issued in respect of the shares described in previous footnote regarding Issuer's Restricted Stock Bonus Plan.
- (6) Restricted shares issued under the Issuer's 2007 Incentive Compensation Plan.
- (7) 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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