

HOLADAY G STEPHEN
 Form 4
 December 14, 2004

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 *
 HOLADAY G STEPHEN

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)
 12/13/2004

____ Director
 ____ Officer (give title below) Other (specify below)
 General Manager of major div.

HONOLULU, HI 96813

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

(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⁾ | 12/13/2004 | | M | | 10,400 | A | \$ 23.25 | 59,528 | I | By Revocable Living Trust |
| Common Stock ⁽¹⁾ | 12/13/2004 | | M | | 16,700 | A | \$ 26.25 | 76,228 | I | By Revocable Living Trust |
| Common Stock ⁽¹⁾ | 12/13/2004 | | M | | 8,000 | A | \$ 27.88 | 84,228 | I | By Revocable Living Trust |

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| | | | | | | | | |
|-----------------------------|------------|---|--------|---|----------|---------|---|---------------------------|
| Common Stock ⁽¹⁾ | 12/13/2004 | M | 20,000 | A | \$ 20.88 | 104,228 | I | By Revocable Living Trust |
| Common Stock ⁽¹⁾ | 12/13/2004 | S | 39,100 | D | \$ 43.85 | 65,128 | I | By Revocable Living Trust |
| Common Stock ⁽¹⁾ | 12/13/2004 | S | 10,000 | D | \$ 44.03 | 55,128 | I | By Revocable Living Trust |
| Common Stock ⁽¹⁾ | 12/13/2004 | S | 5,000 | D | \$ 44.04 | 50,128 | I | By Revocable Living Trust |
| Common Stock ⁽¹⁾ | 12/13/2004 | S | 1,000 | D | \$ 43.88 | 49,128 | I | By Revocable Living Trust |
| Common Stock | | | | | | 374.12 | I | By TCESOP |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 23.25 | 12/13/2004 | | M | 10,400 | 01/24/1997 | 01/23/2006 | Common Stock | 10,400 |
| Stock Option | \$ 26.25 | 12/13/2004 | | M | 16,700 | 01/22/1998 | 01/21/2007 | Common Stock | 16,700 |

| | | | | | | | | |
|--------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Stock Option | \$ 27.88 | 12/13/2004 | M | 8,000 | 01/21/1999 | 01/20/2008 | Common Stock | 8,000 |
| Stock Option | \$ 20.88 | 12/13/2004 | M | 20,000 | 01/27/2000 | 01/26/2009 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| HOLADAY G STEPHEN 822 BISHOP STREET HONOLULU, HI 96813 | | | | General Manager of major div. |

Signatures

/s/ Holaday, G.
Stephen

12/13/2004

**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.