FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average I	burden								
hours por response:	0.5								

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* COX MATTHEW J				2. Issuer Name and Ticker or Trading Symbol ALEXANDER & BALDWIN INC [ALEX]] (CI	neck all ap			Ssuer Owner (specify		
(Last) 555 12TF	(Fi H STREET	rst) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)									^ belo	w) (below wholly-owned	/)
(Street) OAKLAI			94607 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicab Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person								son				
		Tabl	e I - No	n-Deriv	ative	Se	curiti	es Ac	quired	, Dis	posed o	f, or	Bene	ficia	lly Own	ed		
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		r) E	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.						5) Secu Bene	ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	mount (A) or (D)		Price	Trans	action(s) . 3 and 4)		(
Common	Stock ⁽¹⁾			01/25	/2007				F		1,797	I) ⁽²⁾	\$47.	7.73 23,932 D			
Common	Stock ⁽¹⁾			01/26	/2007				F		452	I) (2)	\$47.4	47.45 23,480 D			
		Та									sed of, onvertib				Owned	I		
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security		Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	n Date,	4. Transaction Code (Instr.				6. Date Exercisable an Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr and 4)			8. Price of Derivative Security (Instr. 5)	tive derivative Securities	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amo or Num of Shar	ber				

Explanation of Responses:

- 1. On June 25, 1998, the Board of Directors of the Company declared a dividend, with respect to each share of common stock, of Common 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. Represents common stock withheld by the issuer to cover tax withholding obligations arising from the vesting of a previous grant of restricted shares.

Remarks:

/s/ Cox, Matthew J.

01/29/2007

** Signature of Reporting Person

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.