SEC Form 4

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION [] 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 OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5 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) . Issuer Name and Ticker or Trading Symbo 1. Name and Address of Reporting Person Kelley, John B. Relationship of Reporting Person(s) to Issue (Check all applicable) Alexander & Baldwin, Inc. ALEX (Middle) Director 10% Owner Other (First) . I.R.S. Identification Number of Reporting Person, if an entity (voluntary) (Last) 822 Bishop Street Statement for Month/Day/Year X Officer Vice President January 22, 2003 7. Individual or Joint/Group Filing (Check Applicable Line) (Street) Honolulu, HI 96813 X Form filed by One Reporting Person Form filed by More than One Reporting Person 5. If Amendmen (City) (State) (Zip) Date of Original (Month/Day/Year) s Acquired, Disposed of, or Beneficially Owned Table I - Non-Derivative Securi 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) . Owner-ship Form: Direct(D) . Title of Security (Instr. 3) Transaction Date (Month/Day/Year) Securities Acquired (A) or Disposed (D) Of Nature of Indirect Beneficial Ownership Execution Date, if any Code (Instr. 3, 4, and 5) and Voluntary Code (Month/Day/Year) or Indirect (I) (Instr. 4) (Instr. 8) (Instr. 4) (Instr. 3 and 4) A/D Price Amount L Code | V By Revocable Living Trust Common Stock (1) 01/23/2002 A (2) | V 539.00 А \$26.52 т By Revocable Living Trust Common Stock (1) 01/23/2002 A (3) | V 269.00 4900.00 I А By TCESOP (5) Common Stock (1) (4) J (4) | V 5.84 А (4) 164.46 I 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). 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. (over) SEC 1474 (9-02)

Form 4 (continued)

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. Conver- sion or Exercise Price of Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	 3A. Deemed Execution Date, if any (Month/ Day/ Year) 	4. Transaction Code and Voluntary (V) Code (Instr.8)	 Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) 	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	 Title and Amount of Underlying Securities (Instr. 3 and 4) 	8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially Owned Following Reported	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
				Code V		(DE) (ED)				(Instr.4)	
Stock Option	\$26.52	01/23/2002		A V	(A) 1,000.00	see footnote (6) 01/22/2012	Common Stock - 1,000.00		1,000.00	D	
Stock Option	\$26.00	01/22/2003		A	(A) 1,000.00	see footnote (7) 01/21/2013	Common Stock - 1,000.00		1,000.00	D	

Explanation of Respo

** 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.

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.

Form 4 (continued)

FOOTNOTE Descriptions for Alexander & Baldwin, Inc. ALEX

John B. Kelley 822 Bishop Street

Honolulu, HI 96813

Explanation of responses:

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.
 Shares issued under the Issuer's Restricted Stock Bonus Plan with cash received as a bonus under the Issuer's Performance Improvement Incentive Plan.
 Bonus shares issued in respect of the shares described in footnote 2.
 Eventy reinvestioned of dividends on Issuer stock Hold in the Reporting Person's Tax Credit Employee Stock Ownership Plan account in the Issuer's Profit Sharing Retirement Plan, These shares were acquired during the fiscal year at prices ranging from \$22.60 to \$26.61.
 The option vests in three equal annual installments beginning on January 22, 2004.

Page 3

Kelley, John B. - January 22, 2003

/s/ John B. Kelley 01-23-2003 ** Signature of Reporting Person Date

Page 2

Form 4 - January 2003

Kelley, John B. - January 22, 2003