SEC Form 4

П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subje | oct to |
|-----------------------------------|--------|
| | .01 10 |
| Section 16. Form 4 or Form 5 | |
| obligations may continue. See | |
| Instruction 1(b). | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol ALEXANDER & BALDWIN INC [ALEX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|----------------------------------------------|---------|----------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------|-----------------------|--|--|
| KURIYAMA STANLEY M | | | | X | Director | 10% Owner | | |
| (Last) (First) (Middle) 822 BISHOP STREET | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | X | Officer (give title below) | Other (specify below) | | |
| | | | 12/13/2011 | | President & CEO | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Group Filing | (Check Applicable | | |
| HONOLULU | HI | 96813 | | X | Form filed by One Report | rting Person | | |
| (City) | (State) | (Zip) | | | Form filed by More than Person | One Reporting | | |

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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | 12/13/2011 | | М | | 7,000 ⁽¹⁾ | A | \$26.52 | 161,800 | D | |
| Common Stock | 12/13/2011 | | S | | 7,000 | D | \$42.0221(2) | 154,800 | D | |
| Common Stock | 12/14/2011 | | М | | 15,000(1) | A | \$26.52 | 169,800 | D | |
| Common Stock | 12/14/2011 | | S | | 15,000 | D | \$40.0071 ⁽³⁾ | 154,800 | D | |

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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock option | \$26.52 | 12/13/2011 | | м | | | 7,000 | 01/23/2003 | 01/22/2012 | Common Stock | 7,000 | \$0.0000 | 15,000 | D | |
| Stock option | \$26.52 | 12/14/2011 | | М | | | 15,000 | 01/23/2003 | 01/22/2012 | Common Stock | 15,000 | \$0.0000 | 0.0000 | D | |

Explanation of Responses:

1. THESE SHARES WERE ACQUIRED THROUGH THE EXERCISE, PRIOR TO THE START OF THE ISSUER'S TRADING BLACKOUT PERIOD ON DECEMBER 17, 2011, OF AN OPTION THAT EXPIRES ON JANUARY 22, 2012.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.92 to \$42.58, inclusive. The reporting person undertakes to provide to Alexander & Baldwin, Inc., any security holder of Alexander & Baldwin, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.54 to \$40.87, inclusive. The reporting person undertakes to provide to Alexander & Baldwin, Inc., any security holder of Alexander & Baldwin, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

<u>/s/ Stanley M. Kuriyama</u>

** Signature of Reporting Person

<u>12/14/2011</u> Date

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.