FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

(Mark One)
/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2002

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ______________ to ______________

Commission file number 0-565

ALEXANDER & BALDWIN, INC.

(Exact name of registrant as specified in its charter)

HAWAII	99-0032630
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
P. O. BOX 3440, HONOLULU, HAWAII	96801
822 BISHOP STREET, HONOLULU, HAWAII	96813
(Address of principal executive offices)	(Zip Code)

(808) 525-6611

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes /X/ No / /

Number of shares of common stock outstanding as of March 31, 2002: 40,817,306

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The condensed financial statements and notes for the first quarter of 2002 and 2001 are presented below:

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
CONDENSED STATEMENTS OF INCOME

(In thousands, except per share amounts)

	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001
	(unaudited)	
Revenue:		
Operating revenue	$ 231,797	$ 271,909
Interest, dividends and other	2,156	3,058
Total revenue	233,953	274,967
Costs and Expenses:		
Costs of goods sold, services and rentals	196,290	208,988
Selling, general and administrative	25,809	24,944
Interest	2,957	5,779
Income taxes	3,380	12,517
Total costs and expenses	228,436	252,228
Income Before Discontinued Operations	5,517	22,739
Discontinued Operations (net of income taxes)		
Properties	4,290	141
Agriculture	--	(446)
Net Income	$ 9,807	$ 22,434
Basic Earnings Per Share:		
From continuing operations	$ 0.14	$ 0.56
Discontinued operations	0.10	(0.01)
Net income	$ 0.24	$ 0.55
Diluted Earnings Per Share:		
From continuing operations	$ 0.14	$ 0.56
Discontinued operations	0.10	(0.01)
Net income	$ 0.24	$ 0.55
Dividends Per Share	$ 0.225	$ 0.225
Average Number of Shares Outstanding	40,623	40,508

See notes to financial statements.

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
INDUSTRY SEGMENT DATA, NET INCOME
(In thousands)

	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001
	(unaudited)	
Revenue:		
Ocean Transportation	$ 192,744	$ 196,609
Property Development and Management:		
Leasing	17,828	17,096
Sales	37,271	43,084
Less amounts reported in discontinued operations	(30,318)	(864)
Food Products	16,428	18,185
Other	--	857
Total revenue	$ 233,953	$ 274,967
Operating Profit, Net Income:		
Ocean Transportation	$ 2,507	$ 17,455
Property Development and Management:		
Leasing	8,242	8,740
Sales	8,878	12,216
Less amounts reported in discontinued operations	(6,920)	(227)
Food Products	2,095	5,802
Other	--	840
Total operating profit	14,802	44,826
Interest Expense	(2,957)	(5,779)
Corporate Expenses	(2,948)	(3,791)
Income From Continuing Operations Before Taxes	8,897	35,256
Income Taxes	(3,380)	(12,517)
Income From Continuing Operations	5,517	22,739
Discontinued Operations (net of income taxes)		
Properties	4,290	141
Agricultrue	--	(446)
Net Income	$ 9,807	$ 22,434

See notes to financial statements.

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
CONDENSED BALANCE SHEETS
(In thousands)

	March 31, 2002 (unaudited)	December 31, 2001
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 12,210	$ 19,291
Accounts and notes receivable, net	127,611	130,491
Inventories	26,356	16,280
Real estate and other assets held for sale	18,487	35,584
Deferred income taxes	10,676	9,324
Prepaid expenses and other assets	13,988	13,044
Accrued deposits to Capital Construction Fund	(4,000)	(4,000)
Total current assets	205,328	220,014
Investments	36,324	33,021
Real Estate Developments	47,526	47,840
Property, at cost	1,789,980	1,816,679
Less accumulated depreciation and amortization	847,296	839,631
Property - net	942,684	977,048
Capital Construction Fund	171,436	158,737
Other Assets	138,727	107,759
Total	$1,542,025	$1,544,419
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Notes payable and current portion of long-term debt	$ 31,400	$ 19,900
Accounts payable	62,276	78,911
Other	57,787	96,758
Total current liabilities	151,463	195,569
Long-term Liabilities:		
Long-term debt	240,417	207,378
Deferred Income Taxes	343,017	338,709
Post-retirement benefit obligations	43,045	42,915
Other	45,884	49,181
Total long-term liabilities	672,363	638,183
Shareholders' Equity:		
Capital stock	33,507	33,328
Additional capital	73,218	66,659
Retained earnings	623,258	622,615
Cost of treasury stock	(11,784)	(11,935)
Total shareholders' equity	718,199	710,667
Total	$1,542,025	$1,544,419

See notes to financial statements.

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
CONDENSED STATEMENTS OF CASH FLOWS
(In thousands)

	Three Months Ended March 31, 2002	2001
	(unaudited)	
Cash Flows from (used in) Operating Activities	$ (38,281)	$ 36,584
Cash Flows from Investing Activities:		
Capital expenditures	(8,239)	(25,551)
Proceeds from disposal of property, investments and other assets	17,869	450
Capital Construction Fund, net	(12,991)	(2,409)
Change in investments, net	(6,300)	--
Net cash used in investing activities	(9,661)	(27,510)
Cash Flows from Financing Activities:		
Proceeds from issuances of long-term debt	32,956	4,500
Payments of long-term debt	--	(2,500)
Net proceeds (payments) of short-term debt	11,500	(5,500)
Proceeds from issuances of capital stock	5,543	3,409
Dividends paid	(9,138)	(9,123)
Net cash from (used in) financing activities	40,861	(9,214)
Net Decrease in Cash and Cash Equivalents	$ (7,081)	$ (140)
Other Cash Flow Information:		
Interest paid, net of amounts capitalized	$ (2,691)	$ (6,095)
Income taxes paid, net of refunds	(36,719)	(24)
Other Non-cash Information:		
Accrued deposits to (withdrawals from) Capital Construction Fund, net	--	275
Depreciation	17,926	18,030
Tax-deferred property sales	31,304	30,470
Tax-deferred property purchases	--	(26,784)
Change in unrealized holding gains	--	(7,598)

See notes to financial statements.

Financial Notes
(Unaudited)

(a) The Condensed Balance Sheet as of March 31, 2002, the Condensed Statements of Income for the three months ended March 31, 2002 and 2001, and the Condensed Statements of Cash Flows for the three months ended March 31, 2002 and 2001 are unaudited. Because of the nature of the Company's operations, the results for interim periods are not necessarily indicative of results to be expected for the year. In the opinion of management, all material adjustments necessary for the fair presentation of interim period results have been included in the interim financial statements.

(b) Estimated effective annual income tax rates differ from statutory rates, primarily due to the dividends-received deduction, various tax credits and the charitable donation of appreciated stock.

(c) As a result of the adoption of Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," and additional guidance from the February 2002 meeting of the Financial Accounting Standards Board, the sales of certain income-producing assets--even individual buildings within a real estate portfolio--are reported as "discontinued operations" if their earnings and cash flows are separately identifiable and are material, if the cash flows for the assets have been, or will be, eliminated from the ongoing operations of the Company, and if the Company will not have a significant continuing involvement in the operations of the assets sold. This accounting standard requires A&B to segregate its property sales based on these criteria, which is a change from the Company's long-standing practice.

During the first quarter, the sale of the seven-building distribution complex in Texas and the sale of a land parcel subject to a ground lease met the criteria for classification as discontinued operations, despite the fact that the proceeds from these sales were put in escrow for tax-deferred reinvestment in accordance with Section 1031 of the Internal Revenue Code. The after-tax gain on the sales and the earnings of these properties are classified, therefore, under the caption "Discontinued Operations: Properties." As such, revenue and operating profit generated from these properties in prior quarters were removed from continuing operations and the after-tax operating profit for prior quarters has been reclassified as discontinued operations.

As permitted by SFAS No. 144, comparable property sales that were initiated prior to the Company's adoption of this accounting standard on January 1, 2001 have not been reported as discontinued operations. The 2001 first quarter includes the sales of three properties on Bainbridge Island, Washington for an aggregate price of $12.1 million and a gross profit of $3.3 million.

(d) Commitments that are not included in the Company's Condensed Balance Sheet at March 31, 2002 include a guarantee by Matson of $31,500,000 of debt of an unconsolidated affiliate, a Company guarantee of up to $15,000,000 of debt of an unconsolidated sugar marketing and transportation cooperative, and standby letters of credit totaling $22,447,000. It is expected that the Company or its subsidiaries will not be called upon to advance funds under these commitments.

(e) Certain amounts have been reclassified to conform with the current year's presentation.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following analysis of the consolidated financial condition and results of operations of Alexander & Baldwin, Inc. and its subsidiaries (collectively, the "Company") should be read in conjunction with the condensed consolidated financial statements and related notes thereto.

FORWARD-LOOKING STATEMENTS

The Company, from time to time, may make or may have made certain forward-looking statements, whether orally or in writing, such as forecasts and projections of the Company's future performance or statements of management's plans and objectives. These statements are "forward-looking" statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be contained in, among other things, Securities and Exchange Commission (SEC) filings, such as the Forms 10-K, 10-Q and 8-K, press releases made by the Company, the Company's Internet Web sites (including Web sites of its subsidiaries), and oral statements made by the officers of the Company. Except for historical information contained in these written or oral communications, such communications contain forward-looking statements. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those projected in the statements, including, but not limited to: (1) impact of events of September 11, 2001; (2) economic conditions in Hawaii and elsewhere; (3) market demand; (4) competitive factors and pricing pressures in the Company's primary markets; (5) legislative and regulatory environments at the federal, state and local levels, such as government rate regulations, land-use regulations, government administration of the U.S. sugar program, and modifications to or retention of cabotage laws; (6) dependence on third-party suppliers; (7) fuel prices; (8) raw sugar prices; (9) labor relations; (10) risks associated with current or future litigation and resolution of tax issues with the IRS and state tax authorities; (11) the performance of unconsolidated affiliates and ventures; and (12) other risk factors described elsewhere in these communications and from time to time in the Company's filings with the SEC.

FIRST QUARTER EVENTS:

Operating Results: Net income for the first quarter of 2002 was $9,807,000, or $0.24 per share. In the first quarter of 2001, net income was $22,434,000, or $0.55 per share. First quarter 2002 income from continuing operations was $5,517,000, or $0.14 per share, compared with first quarter 2001 income from continuing operations of $22,739,000, or $0.56 per share. Revenue in the first quarter of 2002 was $233,953,000 compared with revenue of $274,967,000 in the first quarter of 2001.

Discontinued Operations: As a result of the adoption of Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," and additional guidance from the February 2002 meeting of the Financial Accounting Standards Board, the sales of certain income-producing assets are classified as discontinued operations if the operations and cash flows of the assets can be clearly distinguished from the remaining assets of the Company, if the cash flows for the assets have been, or will be, eliminated from the ongoing operations of the Company, and if the Company will not have a significant continuing involvement in the operations of the assets sold. This accounting standard requires A&B to segregate its property sales based on these criteria, which is a change from the Company's long-standing practice. Accordingly, the sales of many income-producing real-estate assets are now required to be reported as discontinued operations.

During the first quarter, the sale of the seven-building distribution complex in Texas and the sale of a land parcel subject to a ground lease met the criteria for classification as discontinued operations. The after-tax gain on the sales and the earnings of these properties, totaling $4,290,000, or $0.10 per share, for the first quarter of 2002, are classified, therefore, under the caption "Discontinued Operations: Properties." The revenue and operating profit generated from these properties in prior years were removed from continuing operations. The after-tax operating profit during the first quarter of 2001 that was reclassified as discontinued operations following the sale of the properties in 2002 totaled $141,000. Consistent with the Company's intention to reinvest the sales proceeds into new investment property, the amounts received from these sales were put in escrow accounts for tax-deferred reinvestment in accordance with Section 1031 of the Internal Revenue Code.

As permitted by SFAS No. 144, comparable property sales that were initiated prior to the Company's adoption of this accounting standard on January 1, 2001 have not been reported as discontinued operations. The 2001 first quarter includes the sales of three properties on Bainbridge Island, Washington for an aggregate price of $12.1 million and a gross profit of $3.3 million.

RESULTS OF SEGMENT OPERATIONS -
FIRST-QUARTER 2002 COMPARED WITH THE FIRST-QUARTER 2001

Ocean Transportation revenue of $192,744,000 for the first quarter of 2002 decreased two percent from that in the comparable period of 2001 and operating profit of $2,507,000 decreased 86 percent. Hawaii container volume for the first quarter of 2002 was three percent lower than in the first quarter of 2001, primarily because of post-9/11 lower cargo volume and from competitive losses due to Sand Island service disruptions caused by a conversion in the mode of terminal operations. In January 2002, the fleet serving Hawaii was reduced from eight to seven vessels in anticipation of reduced cargo volume. Automobile volume decreased 23 percent compared with the first quarter of 2001 due to a reduction of the rental car fleet in Hawaii, again because of post-9/11 actions taken by rental car companies. Matson's operating costs were higher due to ongoing, but moderating, transitional effects of the terminal improvement project in Honolulu as well as costs incurred to accommodate scheduled vessel drydocking. Results also were lower due to comparatively weaker results from Matson's Guam service. A general rate increase of 2.75% became effective April 14, 2002. Additionally, Matson increased its fuel surcharge from 3.25% to 4.75%, due to recent increases in the prices of bunker fuel, effective May 5, 2002.

Prospectively, auto shipments are expected to increase as rental car fleets in Hawaii are renewed and shipping margins are expected to increase modestly during the second quarter. Beneficial changes are also expected in Matson's stevedoring joint venture and in the Puerto Rico trade conditions. Matson participates in the latter through a minority investment in Sea Star Line, LLC (Sea Star).

In January 2002, Matson sold two vessels to Sea Star for $17,000,000, which approximated the vessels' carrying value.

Property Development and Management - Leasing operating profit, including discontinued operations, of $8,242,000 was six percent lower than the $8,740,000 reported in the first quarter of 2001. This decrease was the net result of property acquisitions and sales, the timing of some expenses and marginally lower occupancies. First-quarter 2002 occupancy levels for Mainland properties averaged 91 percent, versus 94 percent in the first quarter of 2001. Occupancy levels for Hawaii properties averaged 87 percent in the first quarter of 2002, versus 89 percent in the comparable period of 2001.

During the first quarter, the Company withdrew from its pursuit of the purchase of a 65-acre commercial property in Honolulu owned by Victoria Ward, Limited. The Company's interest in the property is, however, a reflection of management's belief in Hawaii's future and the ability to improve value through strategic acquisitions. The Company is actively evaluating and pursuing new real estate acquisitions and developments.

Property Development and Management - Sales revenue, including discontinued operations, of $37,271,000 and operating profit, including discontinued operations, of $8,878,000 for the first quarter of 2002 were the result of the sales of a seven-building distribution complex in Texas and a number of smaller Hawaii commercial properties, including residential resort homes. Sales revenue of $43,084,000 and operating profit of $12,216,000 for the first quarter of 2001 were the result of sales of several properties on Bainbridge Island, Washington, comprised of a shopping center, office building and a retail building, a 14-acre industrial lot on Maui for a planned Wal-Mart store, two commercial lots and 22 residential properties.

The Company has accelerated development plans for its Kukui'Ula project on the Island of Kauai and has entered into a joint venture agreement with DMB Associates, Inc. The venture will be tasked with planning, development and sales of the project. The Kukui'Ula project comprises 1,045 acres on the southern coast of Kauai, adjacent to the Poipu Resort. The project consists of 837 acres fully entitled for a resort, an 18-hole golf course, and residential and commercial use. The remaining 208 acres are partially entitled. Land use entitlements were obtained in 1999; since then, A&B has actively pursued necessary pre-development activities, including archaeological preservation, water source development, surveying, beach enhancement and other land planning. Kukui'Ula's initial residential development project, the 32-lot Koloa Estates, is sold out.

Discontinued Operations: Properties - Revenue and operating profit in the Industry Segment Data for the property management and development segment, discussed above, include properties sold that are reported as discontinued operations, since this is how management views and evaluates this business segment. In addition, the Company intends to continue its practice of reinvesting the proceeds from the sales of investment property into new income-earning property using tax-deferred exchanges. This presentation is also consistent with how investment analysts have advised that they view the Company's real estate businesses. As noted earlier, the sales of certain property are required by SFAS No. 144 to be accounted for as discontinued operations. These amounts are subtracted in deriving total revenue and operating profit and are shown, net of tax, under the caption "Discontinued Operations: Properties."

As mentioned earlier, the 2002 first quarter discontinued operations included the sales of a seven-building distribution complex in Texas and the sale of a land parcel subject to a ground lease.

Food Products revenue of $16,428,000 for the first quarter of 2002 was $1,757,000 lower than that in the comparable period of 2001. Operating profit for the first quarter of 2002 was $2,095,000, compared with $5,802,000 for the first quarter of 2001. Both of these decreases were due primarily to a first quarter 2001 one-time distribution from the sugar marketing and transportation cooperative that handles the Hawaii sugar growers' production and to lower raw sugar prices. Domestic sugar prices for 2002 are expected to be slightly lower than for 2001. Sugar production for 2002 is expected to improve, compared with the 191,512 tons produced during 2001.

In 2001, the Company ceased the operations of and abandoned its panelboard manufacturing business operated by Hawaiian DuraGreen, Inc., a wholly owned subsidiary of the Company (reported in 2001 discontinued operations). This is discussed further in Item 8 of the Company's Form 10-K for the year ended December 31, 2001.

FINANCIAL CONDITION AND LIQUIDITY, FINANCING ARRANGEMENTS AND WORKING CAPITAL

The Company's principal liquid resources, comprising cash and cash equivalents, receivables, sugar and coffee inventories and unused lines of credit, less accrued deposits to the Capital Construction Fund, totaled $487,495,000 at March 31, 2002, a decrease of $40,361,000 from December 31, 2001. This net decrease was due primarily to $33,000,000 in higher drawn balances on variable rate facilities following the payment of federal income taxes related to the December 2001 bank stock sales, lower cash balances and lower receivables, partially offset by agricultural inventories that were $10,600,000 higher than at year-end 2001 due to seasonality of production cycles.

Other financing arrangements at the end of the first quarter included a guarantee by Matson of $31,500,000 of debt of an unconsolidated affiliate, a Company guarantee of up to $15,000,000 of debt of an unconsolidated sugar marketing and transportation cooperative, and standby letters of credit totaling $22,447,000. These amounts are not recorded on the Company's balance sheet and it is not expected that the Company or its subsidiaries will be called upon to advance funds under these commitments.

Working capital was $53,865,000 at March 31, 2002, an increase of $29,420,000 from the amount at the end of 2001. The higher working capital was due primarily to paying the federal income taxes (due on the sale of bank stocks), higher agricultural products inventory, and lower trade payables, partially offset by lower cash balances and trade receivables.

Cash Flows used in Operating Activities were $38,281,000 for the first quarter of 2002 compared with Cash Flows from Operating Activities of $36,584,000 for the first quarter of 2001. This decline was due principally to the timing of payments for taxes and accounts payable.

OTHER MATTERS

Pensions: As noted in Item 8 of the Company's 2001 Form 10-K, the Company has realized earnings benefits from pension returns and the excess of pension assets over pension obligations. For 2001, the total year benefit was approximately $12.7 million. For 2002, the Company expects that the full year benefit will be approximately $1.4 million.

Property Sales and Trends: The mix of property sales in any year or quarter can be diverse. Sales can include developed residential real estate, commercial properties, developable subdivision lots, undeveloped land and property sold under threat of condemnation. The sale of undeveloped land and vacant parcels generally provides a greater contribution to earnings than does the sale of developed and commercial property, due to the low historical-cost basis of the Company's Hawaii land. Consequently, property sales revenue trends, cash flows from the sales of real estate and the amount of real estate held for sale on the balance sheets do not necessarily indicate future profitability trends for this segment.

New Accounting Standards: The impacts of newly issued accounting standards are discussed in Item 8 of the Company's Form 10-K for the year ended December 31, 2001.

Tax-Deferred Real Estate Exchanges: During the first three months of 2002, the Company recorded real-estate sales of $31,304,000 that are expected to be reinvested in replacement property on a tax-deferred basis. The funds from these sales are held in escrow, pending future use to purchase new real estate assets. These amounts are not included in "Cash Flows from Operating Activities" and "Capital Expenditures," but are reported under the caption "Other Non-cash Information" in the Condensed Statements of Cash Flows. There were no purchases during the first three months of 2002.

Environmental Matters: As with most industrial and land-development companies of its size, the Company's operations have certain risks, which could result in expenditures for environmental remediation. The Company believes that it is in compliance, in all material respects, with applicable environmental laws and regulations, and works proactively to identify potential environmental concerns. Management believes that appropriate liabilities have been accrued for environmental matters.

Economic Conditions: The outlook for Hawaii's economy is improving, due in part to the recovery apparently under way in the U.S. economy overall. Although there still are concerns about the strength of the Mainland recovery, the weak Japanese tourism, and the risk of energy price rises, the outlook now is considerably brighter, and clearer than it was in the period immediately following the events of 9/11. Three trends are affecting Hawaii:

- The U.S. recovery and demographic trends have brought domestic visitor travel statistics back to pre 9/11 levels faster than many had anticipated. This recovery has favored the economies of Hawaii's neighbor islands because they tend to be preferred destinations for visitors from domestic markets. In addition, some of these visitors, especially those of the "baby boom" generation, are a source of demand for residential resort real estate.
- Continuing weakness, however, in Japan's economy and in the value of the Japanese yen continues to delay a recovery in the number of visitors from Japan. Those factors have reduced visitor arrivals on Oahu, which tends to be the destination of choice for visitors from Japan.
- Lastly, interest-sensitive sectors, such as construction, and sales of real estate, autos and consumer durables, have benefited from recent rate cuts by the Federal Reserve Bank, and appear to be "holding up" well in spite of the broader uncertainties.

In response to demand, long-haul domestic airlines have restored their schedules to Hawaii and, for competitive reasons, the inter-island carriers have been adding U.S. Mainland destinations to their flight schedules. As a result, domestic seat capacity serving the Islands will be at an improved level for the important summer season.

The outlook for A&B's businesses continues to reflect, in large measure, that of Hawaii. Matson's cargo demand, both for freight and for autos involved in the visitor rental-car trade, will benefit from prospective improvements in visitor traffic and resulting greater overall demand within Hawaii's business community. Similarly, leasing of commercial properties and residential sales also will benefit from these trends. Food products results, however, remain primarily tied to the size of the sugar crop, domestic raw sugar prices and the effectiveness of internal cost controls.

With the likely prospect of economic improvement during 2002, and as management initiatives gain strength, it is expected that quarterly results will improve, especially at Matson, as the economy and year progess.

Management Changes: James S. Andrasick was promoted to Executive Vice President of Alexander & Baldwin, Inc. on April 25, 2002. Mr. Andrasick is also the Chief Financial Officer and Treasurer of the Company.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information concerning market risk is incorporated herein by reference to Item 7A of the Company's Form 10-K for the fiscal year ended December 31, 2001. There has been no material change in the quantitative and qualitative disclosure about market risk since December 31, 2001.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

10. Material contracts.

    10.b.1.(xlvi) Amendment No. 2 to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan.

11. Statement re Computation of Per Share Earnings.

(b) Reports on Form 8-K

No reports on Form 8-K were filed during the quarter.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALEXANDER & BALDWIN, INC.

(Registrant)

Date: May 14, 2002

/s/ James S. Andrasick

James S. Andrasick
Executive Vice President, Chief
Financial Officer and Treasurer

Date: May 14, 2002

/s/ Thomas A. Wellman

Thomas A. Wellman
Controller

EXHIBIT INDEX

10. Material contracts.

10.b.1.(xlvi) Amendment No. 2 to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan.

11. Statement re Computation of Per Share Earnings.

ALEXANDER & BALDWIN, INC.
1998 STOCK OPTION/STOCK INCENTIVE PLAN

AMENDMENT NO. 2

The Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan (the "Plan"), is hereby amended, effective as of January 23, 2002, in the following respects:

1. Paragraph A of Section V ("STOCK SUBJECT TO THE PLAN") of Article One of the Plan is hereby amended in its entirety to read as follows:

> "A. The stock issuable under the Plan shall be shares of authorized but unissued or reacquired Common Stock, including shares repurchased by the Corporation on the open market. The maximum number of shares of Common Stock issuable over the term of the Plan shall not exceed 4,000,000 shares. Such share reserve includes the 1,900,000 share increase authorized by the Board on January 24, 2002, subject to stockholder approval."

2. There is hereby added to Section II ("EFFECTIVE DATE AND TERM OF THE PLAN") of Article Five of the Plan, a new Paragraph C, to read as follows:

> "C. No stock options granted under the Plan in respect of the 1,900,000 share increase, authorized by the Board on January 24, 2002, may be exercised in whole or in part prior to approval of such share increase by the Corporation's stockholders at a meeting of stockholders."

3. Except as modified by this Amendment No. 2, all the terms and provisions of the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan shall continue in full force and effect.

4. If shareholder approval of this Amendment No. 2 is not obtained within twelve (12) months from the date hereof, this Amendment No. 2 shall terminate and be of no force or effect.

IN WITNESS WHEREOF, Alexander & Baldwin, Inc. has caused this Amendment No. 2 to be executed on its behalf by its duly-authorized officers on this 24th day of January, 2002.

ALEXANDER & BALDWIN, INC.

By /s/ John F. Gasher
Its Vice President

By /s/ Alyson J. Nakamura
Its Secretary

EXHIBIT 11

ALEXANDER & BALDWIN, INC.
COMPUTATION OF EARNINGS PER SHARE
(In thousands, except per share amounts)

	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001
Basic Earnings Per Share		
Net income	$ 9,807	$ 22,434
Average number of shares outstanding	40,623	40,508
Basic earnings per share	$ 0.24	$ 0.55
Diluted Earnings Per Share		
Net income	$ 9,807	$ 22,434
Average number of shares outstanding	40,623	40,508
Effect of assumed exercise of outstanding stock options	287	302
Average number of shares outstanding after assumed exercise of outstanding stock options	40,910	40,810
Diluted earnings per share	$ 0.24	$ 0.55