

SANFORD MARY C
Form 4
December 13, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
SANFORD MARY C

2. Issuer Name and Ticker or Trading Symbol
MAUI LAND & PINEAPPLE CO
INC [MLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3694 WOODLAWN TERRACE
PLACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2005

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

HONOLULU, HI 96822

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	09/26/2005		S		1,000	D	\$ 31.84	155,116	I	By Allan G. Sandford Trust
Common Stock	10/07/2005		S		7,116	D	\$ 28.1394	148,000	I	By Allan G. Sandford Trust
Common Stock	10/10/2005		S		2,000	D	\$ 28.0725	146,000	I	By Allan G. Sandford Trust
Common Stock	10/13/2005		S		3,400	D	\$	142,600	I	By Allan G.

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Stock					28.0094			Sandford Trust
Common Stock	10/14/2005	S	1,800	D	\$ 28.0678	140,800	I	By Allan G. Sandford Trust
Common Stock	10/21/2005	S	12,000	D	\$ 28.0028	128,800	I	By Allan G. Sandford Trust
Common Stock	10/24/2005	S	21,300	D	\$ 28.0055	107,500	I	By Allan G. Sandford Trust
Common Stock	10/25/2005	S	500	D	\$ 28	107,000	I	By Allan G. Sandford Trust
Common Stock	11/07/2005	S	1,300	D	\$ 28	105,700	I	By Allan G. Sandford Trust
Common Stock	11/09/2005	S	4,800	D	\$ 28.0154	100,900	I	By Allan G. Sandford Trust
Common Stock	11/10/2005	S	1,700	D	\$ 28	99,200	I	By Allan G. Sandford Trust
Common Stock	11/11/2005	S	1,300	D	\$ 28	97,900	I	By Allan G. Sandford Trust
Common Stock	11/16/2005	<u>P(1)(2)</u>	9,000	A	\$ 32.67	106,900	I	By Allan G. Sandford Trust
Common Stock	11/17/2005	<u>P(1)(2)</u>	14,300	A	\$ 33.5339	121,200	I	By Allan G. Sandford Trust
Common Stock						648,331	I	By Po'ohala Investments L.P.

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANFORD MARY C 3694 WOODLAWN TERRACE PLACE HONOLULU, HI 96822		X		

Signatures

/s/ Mary C. Sanford 12/09/2005

__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).
- The reporting person's sale of MLP common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 23,300 shares, with the reporting person's purchase of 23,300 shares of MLP common stock, 9,000 of which were purchased on November 16, 2005 and 14,300 of which were purchased on November 17, 2005.
- (1) Profit is computed by matching the highest sale price with the lowest purchase price within six months, the next highest sale price with the next lowest purchase price within six months, and so on, until all shares have been included in the computation. Because all of the reporting person's matchable transactions, using the above described formula, resulted in a loss, there was no profit realized and, hence, there is nothing to disgorge.
- (2)

Remarks:

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

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.