

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-27**

SEC Accession No. **0001015325-05-000130**

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ISSUER

FLORIDA ROCK INDUSTRIES INC

CIK: **37651** | IRS No.: **590573002** | State of Incorporation: **FL** | Fiscal Year End: **0930**
SIC: **3270** Concrete, gypsum & plaster products

Mailing Address
155 EAST 21ST ST
JACKSONVILLE FL 32206

Business Address
155 EAST 21ST STREET
JACKSONVILLE FL 32206
9043551781

REPORTING OWNER

BAKER EDWARD L

CIK: **1190087**
Type: **4** | Act: **34** | File No.: **001-07159** | Film No.: **05788682**

Mailing Address
1801 ART MUSEUM DRIVE
JACKSONVILLE FL 32207

Business Address
9043965733

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

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

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

1. Name and Address of Reporting Person BAKER EDWARD L			2. Issuer Name and Ticker or Trading Symbol FLORIDA ROCK INDUSTRIES INC [FRK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2005			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
P.O. BOX 4667			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) JACKSONVILLE, FL 32201								
(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	04/27/2005		G	V	559	D	\$ 0	221,797	I	See footnote. (1)
Common Stock								2,447 (2)	D	
Common Stock								250,000	I	See footnote. (3)
Common Stock								7,433,387	I	See footnote. (4)
Common Stock								247,243	I	See footnote. (5)
Common Stock								3,888	I	See footnote. (6)
Common Stock								106,165	I	See footnote. (7)
Common Stock								9,069	I	See footnote. (8)
Common Stock								38,388 (9)	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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4, and 5)					
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Explanation of Responses:

1. Shares are held in the Edward L'Engle Baker Living Trust. The reporting person serves as trustee of the Edward L'Engle Baker Living Trust. The reporting person made a charitable gift of 559 shares.
2. Shares held in employee stock purchase plan account.
3. Shares held by the Cynthia L. Baker Trust, U/A/D April 30, 1965, of which the reporting person is a trustee and an income beneficiary. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
4. Shares are held by Baker Holdings, L.P. The reporting person shares voting and dispositive power and has a pecuniary interest in a portion of the shares. The reporting person disclaims beneficial interest in these shares except to the extent of his pecuniary interest therein.
5. Shares are held by trusts for benefit of the children of John D. Baker II. The reporting person serves as trustee of these trusts but disclaims beneficial ownership of these shares.
6. Shares are held by STABANCO, nominee of SunTrust Bank. Shares are held in a fiduciary account (in a trust in which SunTrust Bank and the reporting person are trustees) but to which the reporting person has potential income rights.
7. Shares are held as beneficiary of the Issuer's Profit Sharing Plan as of March 7, 2005.
8. Shares are held by the reporting person's wife, Ann McDonald Baker.
9. Shares held directly by the reporting person outside the employee stock purchase plan account.

Signatures

/s/ Daniel B. Nunn, Jr., Attorney in fact for Edward L. Baker

** Signature of Reporting Person

05/02/2005

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.