

BAKER EDWARD L
Form 4
May 03, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 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 *
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)

(Last) (First) (Middle)
1801 ART MUSEUM DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

JACKSONVILLE, FL 32207

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price		
Common Stock	05/02/2007		M		\$ 337,500 A 4.8611	388,434	D
Common Stock	05/02/2007		F		\$ 138,465 D 67.5	249,969 ⁽¹⁾	D
Common Stock						8,406 ⁽²⁾	D
Common Stock						316,680	I See footnote. ⁽³⁾
Common Stock						375,000	I See footnote.

Common Stock	11,050,080	I	(4) See footnote. (5)
Common Stock	394,941	I	See footnote. (6)
Common Stock	5,832	I	See footnote. (7)
Common Stock	162,071	I	See footnote. (8)
Common Stock	13,603	I	See footnote. (9)

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

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.

SEC 1474
(9-02)

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) (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 4.8611	05/02/2007		M	337,500	05/07/1997	05/06/2007	Common Stock	337,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER EDWARD L 1801 ART MUSEUM DRIVE JACKSONVILLE, FL 32207	X	X	Chairman of the Board	

Signatures

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

05/03/2007

__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).
- (1) Shares held directly by the reporting person outside the employee stock purchase plan account.
 - (2) Shares held in employee stock purchase plan account.
 - (3) 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.
 - (4) 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.

Shares are held by Baker Holdings, L.P. The reporting person shares voting and dispositive power and has a pecuniary interest in a
(5) portion of the shares. The reporting person disclaims beneficial interest in these shares except to the extent of his pecuniary interest therein.
 - (6) Share 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.
 - (7) 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.
 - (8) Shares are held as beneficiary of the Issuer's Profit Sharing Plan.
 - (9) Shares are held by the reporting person's wife, Ann McDonald Baker.

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.