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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K

(Mark one)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended September 30, 2005

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File number 1-7159

FLORIDA ROCK INDUSTRIES, INC.
(exact name of registrant as specified in its charter)

Florida	59-0573002
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
155 East 21st Street, Jacksonville, Florida	32206
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 904/355-1781

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock $.10 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405
of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.[ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes X No

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes No X

At March 31, 2005 the aggregate market value of the shares of Common Stock

held by non-affiliates of the registrant was approximately $1,879,293,502. At
such date there were 47,928,934 shares of the registrant's Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE
Portions of the Florida Rock Industries, Inc. 2005 Annual Report to Shareholders are incorporated by reference in Parts I and II.

Portions of the Florida Rock Industries, Inc. Proxy Statement are incorporated
by reference into Part III.

PART I
Item 1. BUSINESS.

Florida Rock Industries, Inc., whose predecessors began business in 1929, was incorporated in Florida in 1945. Florida Rock Industries, Inc. and its subsidiaries (the "Company"), are principally engaged in three business segments: construction aggregates, concrete products and cement and calcium products. The construction aggregates segment is engaged in the mining, processing, distribution and sale of sand, gravel and crushed stone. The concrete products segment is engaged in production and sale of ready mix concrete, concrete block, prestressed and precast concrete as well as sales of other building materials. The cement and calcium products segment is engaged in the production and sale of portland and masonry cement, the importation of cement and slag which are either sold, ground or blended and then sold and sale of calcium products to the animal feed, paint, plastics and joint compound industries. Substantially all operations are conducted in Florida, Virginia, Georgia, Maryland, Washington D.C., Tennessee, Alabama, North Carolina, Illinois and Delaware. The Company also has an investment in a crushed stone plant in Charlotte County, New Brunswick, Canada and a distribution yard in New York City, New York.

Information as to business is presented under the caption "Operating Review" on pages 5 and 6 of the accompanying 2005 Annual Report to Shareholders and such information is incorporated herein by reference.

Information as to business segments is presented in Note 14 of the Notes to Consolidated Financial Statements in the accompanying 2005 Annual Report to Shareholders and such information is incorporated herein by reference.

Sales are subject to factors affecting the level of general construction activity including the level of interest rates, consumer confidence, availability of funds for construction, appropriations by federal and state governments for construction, past overbuilding, labor relations in the construction industry, energy shortages, material shortages, weather, climate, and other factors affecting the construction industry in general. Labor disputes in the construction industry may result in work stoppages which may interrupt sales in the affected area. Precipitation or freezing temperatures may cause a reduction in construction activity and related demand for the Company's products. During the winter months, sales and income of the Company's Maryland, Virginia, New York, North Carolina, Washington, D.C., Georgia, Tennessee, Delaware, Illinois and New Brunswick operations are affected by the impact of inclement weather on the construction industry. The Company's Florida operations usually are not similarly affected during the winter but can be affected by inclement weather during the hurricane season. A decrease in the level of general construction activity in any of the Company's market areas caused by any of the above factors may have a material adverse effect on sales and income derived therefrom.

During 2005 the construction aggregates segment operated three crushed stone plants, two baserock plants, nine sand plants and one industrial sand plant in Florida. It operates six crushed stone plants, three sand plants and owns a two-thirds interest in one crushed stone plant in Georgia; one crushed stone plant in Tennessee; one crushed stone plant near Auburn, Alabama; two sand and gravel plants and two crushed stone plants in Maryland; two crushed stone plants and two sand plants in Virginia and one crushed stone plant in Illinois. In September 2005, we acquired a sand and gravel plant in Atmore, Alabama that serves Mobile, Alabama and Pensacola markets. The Company also operates aggregates distribution terminals in Central and Northern Florida; Coastal Georgia; Northern Virginia; Norfolk-Virginia Beach, Virginia; Baltimore, Maryland; the Eastern Shore of Maryland; Delaware; and Washington, D.C. Construction aggregates are sold throughout most of Florida with the principal exception of the panhandle other than Pensacola. In Georgia the Company primarily serves the regional construction markets around Griffin, Macon, Columbus, Rome and the southern and western portions of the Atlanta market and all of South Georgia. In Virginia the Company primarily serves the Richmond, Norfolk, Virginia Beach, Williamsburg and Northern Virginia markets. In Maryland the principal markets served are the greater Baltimore area, Frederick, Montgomery, Harford and Cecil Counties and the Eastern Shore of Maryland. In Delaware the principal market served is south central Delaware. In Alabama the principal market serviced is the Auburn and Mobile areas. In Tennessee, the principal market served is the Chattanooga area. The Illinois quarry principal markets are cities on the Ohio and Mississippi River. In Florida and Georgia shipments are made by rail and truck. In Virginia and Maryland the Company primarily serves the regional construction markets around Richmond, Virginia and the greater Baltimore area by truck; and the Company's marine division ships materials by barge throughout the Chesapeake Bay area, along the James River between Richmond and Norfolk, Virginia Beach and as far north as Woodbridge, Virginia on the Potomac River and Washington D. C. on the Anacostia River. One joint venture sells products by ship from Canada into New York, South Carolina, Georgia and Florida.

In fiscal 2005 approximately 42% of the coarse aggregates and 67% of the sand used in the Company's concrete operations were produced by the Company. The remaining aggregates were purchased from other suppliers whose geographic locations coupled with transportation costs make it more economical to supply certain of the Company's plants. At the present time, except for the Florida markets, there is an adequate supply of construction aggregates in the areas in which the Company's concrete operations are located. Shortages have occurred in some Florida markets due to the disruption in rail service primarily from the hurricanes.

The concrete products segment manufactures and markets ready mixed concrete, concrete block, precast and prestressed concrete. It also markets other building materials. The concrete operations serve most of Florida with the principal exception of the panhandle area of the state;

southern and southwest Georgia; the greater Baltimore, Maryland area; the Richmond-Petersburg-Hopewell area; Williamsburg; Hampton-Newport News; and Norfolk/Virginia Beach areas of Virginia along with northern Virginia and Washington, D.C.

Since ready mixed concrete hardens rapidly, delivery is time constrained and generally confined to a radius of approximately 20 to 25 miles from the producing plant.

Based on current operating schedules the Company's annual capacity at its 13 operating concrete block plants is approximately 95 million 8x8x16 equivalent units of block

At most of the Florida and Georgia concrete facilities, the Company purchases and resells building material items related to the use of ready mixed concrete and concrete block. Prestressed concrete products for commercial developments and bridge and highway construction are produced in Wilmington, North Carolina. Precast concrete lintels and other building products are produced in Kissimmee, Florida.

The cement and calcium products segment produces portland and masonry cement in Newberry, Florida which is sold in both bulk and bags to the concrete and concrete products industry. Calcium products for the animal feed, paint, plastics and joint compound industries are produced in Brooksville, Florida. Cement and slag is imported into Tampa, Florida and some of the cement is sold and the balance is either blended, bagged or reprocessed into specialty cements. The slag is ground and either sold or blended and then sold. Clinker is imported into Port Manatee, Florida and is ground into bulk cement and sold.

During fiscal 2005, the Company's concrete operations purchased cement from 12 outside suppliers, the three largest of which supplied approximately 36% of the cement used by the Company in its ready mixed concrete, concrete block, and prestressed and precast concrete operations. In addition, the cement segment supplied approximately 28% of the cement used by the Company's concrete operations. The Company believes that the cement demand in the Company's markets will continue to outpace domestic production capacity. Accordingly, the Company has decided to pursue the necessary permits to expand production capacity at its Newberry facility. The Company has received a permit from the Florida Department of Environmental Protection to expand production at its Newberry plant, but must still receive approval from the City of Newberry.

The Company's construction aggregates, concrete products and cement are sold in competition with other producers of the same type of construction aggregates, concrete products and cement as well as in competition with other types of construction aggregates, concrete products and cement. The Company's concrete products compete with other building materials such as asphalt, brick, lumber, steel and other products. The Company believes that price, plant location, transportation costs, service, product quality and reputation are the major factors that affect competition within a given market. Because of the relatively high transportation costs associated with construction aggregates and concrete, cement and calcium products, competition is often limited to products or competitors in relatively close proximity to our production facilities. Exceptions exist for areas that may be served by river barges, ocean-going vessels or rail lines.

The Company does not believe that backlog information accurately reflects anticipated annual revenue or profitability from year to year.

The Company's operations are subject to and affected by federal, state and local laws and regulations relating to the environment, health and safety and other regulatory matters. Certain of the Company's operations may from time to time involve the use of substances that are classified as toxic or hazardous substances within the meaning of these laws and regulations. Environmental operating permits are required for certain of the Company's operations and such permits are subject to modification, renewal and revocation. The Company regularly monitors and reviews its operations, procedures and policies for compliance with these laws and regulations. Despite these compliance efforts, risk of environmental liability is inherent in the operation of the Company's businesses. Such regulations have not had a material adverse impact in recent years and are not expected to have a material adverse effect on the Company's capital expenditures or operating results over the next year. However, as is the case with other companies engaged in similar businesses, there can be no assurance that environmental liabilities or subsequent changes in environmental regulations will not have a material adverse effect on the Company in the future. Additional information concerning environmental matters is presented in Item 3 "Legal Proceedings" of this Form 10-K and such information is incorporated herein by reference.

Employees. The Company employed 3,426 persons at September 30, 2005.

EXECUTIVE OFFICERS OF THE COMPANY

Name	Age	Office	Position Since
Edward L. Baker	70	Chairman of the Board	May 1989
John D. Baker II	57	President and Chief Executive Officer	February 1996
John D. Milton, Jr.	60	Executive Vice President, Treasurer and Chief Financial Officer	January 2001
C. J. Shepherdson	90	Vice President	September 1972
Thompson S. Baker II	47	Vice President	August 1991
George J. Hossenlopp	62	Vice President	May 2002
Clarron E. Render, Jr.	63	Vice President	August 1991
Wallace A. Patzke, Jr.	58	Vice President, Controller and Chief Accounting Officer	August 1997
H. W. Walton	60	Vice President,Environment, Safety,Health and Organizational Development	September 2004
Scott L. McCaleb	53	Vice President, Corporate Development	December 2002
Dennis D. Frick	63	Secretary	October 1992
John W. Green	53	Assistant Secretary	October 1988

John D. Milton, Jr. joined the Company in January 2001 and was elected Executive Vice President, Treasurer and Chief Financial Officer. Prior to joining the Company he was a partner in the law firm of Martin, Ade, Birchfield & Mickler, PA.

George J. Hossenlopp has been employed by the Company since February 1980 and has held various positions. Most recently, he was division president for concrete operations in the Richmond-Tidewater areas of Virginia.

H. W. Walton has been employed by the Company since August 1985 and has held various positions. Most recently, he served as Vice President, Human Resources and Quality from May 2001 and prior to that he was Director of Quality since April 1998.

Scott L. McCaleb has been employed by the Company since June 1994 and has held various positions. He has been Director of Corporate Development since January 2000. Prior to that date he was division president for the Georgia Aggregates operation since June 1997.

All other officers have been employed by the Company in their respective positions for the past five years.

Edward L. Baker and John D. Baker II are brothers. Thompson S. Baker II is the son of Edward L. Baker.

All executive officers of the Company are elected by the Board of Directors.

Item 2. PROPERTIES.

The Company's principal properties are located in Florida, Georgia, Tennessee, Alabama, North Carolina, Virginia, Washington, D.C., Maryland and Delaware. The following table summarizes the Company's principal construction aggregates production and cement and calcium production facilities and estimated reserves at September 30, 2005.

	Tons Delivered in Year Ended 9/30/05 (000's)	Tons of Estimated Reserves 9/30/05 (000's)	Approximate Acres (L-Leased)(a) (O-Owned)	Lease Description
Three crushed stone plants in Florida located at Gulf Hammock (which also produces agricultural limestone), Ft. Myers (which also produces baserock), and Miami (which also produces baserock)	8,684	281,000	L- 4,428 O- 8,586	5 leases expiring from 2010 to 2046
Seven crushed stone plants in Georgia located at Griffin, Forest Park, Macon, Tyrone, Columbus, Six Mile and Paulding County, one crushed stone plant located near				

Auburn, Alabama, one crushed stone plant located in Chattanooga, Tennessee and one crushed stone plant located in Golconda Illinois	10,725	574,000	L- 2,359 O- 2,112	10 leases expiring from 2029 to 2079
Two crushed stone plants located at Havre de Grace and Frederick, Maryland, two located near Richmond, Virginia and one joint Venture plant in Charlotte County, New Brunswick Canada	9,526	267,000	L- 114 O- 1,317	2 leases expiring 2018
Two baserock plants located at Ft. Pierce and Sunniland, Florida	810	16,000	L-11,795	3 leases expiring 2007 to 2054
Nine sand plants located at Keystone Heights,				

	Tons Delivered in Year Ended 9/30/05 (000's)	Tons of Estimated Reserves 9/30/05 (000's)	Approximate Acres (L-Leased)(a) (O-Owned)	Lease Description
Astatula, Lake County, Marion County (two locations), Keuka, Grandin, LaBelle and Lake Wales, Florida; three sand plants located at Albany, Leesburg and Bainbridge, Georgia; two sand and gravel plants located at Goose Bay and Leonardtown, Maryland, and two sand plants at Charles City, Virginia and one sand and gravel plant at Atmore, Alabama	12,515	259,000	L- 12,806 O- 2,888	18 leases expiring from 2006 to 2008
The Company has a Portland cement plant located at Newberry, Florida, one fine grinding plant located at Brooksville, Florida, a cement grinding plant at Port Manatee, Florida and a cement grinding and blending plant at Tampa Florida	1,613	141,000	O- 876 L- 6,951	2 leases expiring from 2020 to 2046

Future reserves:			
Sand:			
Lake County, Florida(c)	11,800	O- 654	
Polk County, Florida (two locations)	36,000	O- 924	
Putnam County, Florida (three locations)	138,000(b)	O- 1,159	
Limerock:			
Brooksville, Florida	91,000(b)		
Newberry, Florida	69,400(b)		
Crushed Stone:			
Muscogee County Georgia	33,000	L- 142	1 lease expiring in 2019
Lamar County, Georgia	57,000	O- 588	
Havre de Grace, Maryland(c)	121,600(b)		
Carroll County, Maryland	41,250	O- 413	
Port Deposit, Maryland (c)	185,700	O- 427	
Ft. Myers, Florida (c)	133,000(b)		
Collier County, Florida	29,500	O- 1,405	

(a) Leased acreage includes all properties not owned by the Company as to which the Company has at least the right to mine construction aggregates for the terms specified.

(b) Acres are included in the first line of the above table.

(c) All the required zoning or permits for these locations have not yet been obtained.

The Company operates thirteen construction aggregates distribution terminals located in Florida (four), Georgia (two), Maryland (three), Virginia (two), Delaware (one) and Washington D. C. (one) comprising approximately 183 acres, of which the Company owns 130 and leases 53 acres.

The Company has 110 sites for its ready mixed concrete, concrete block and prestressed concrete plants in Florida, Georgia, North Carolina, Virginia and Maryland aggregating approximately 838 acres. Of these acres, the Company owns approximately 799 and leases approximately 39. The lease terms vary from month-to-month to expiring in 2019.

The Company leases, from Patriot Transportation Holding, Inc., ("Patriot") approximately six acres with two office buildings in Jacksonville, Florida, which are used for its executive offices and an administrative office space in Sparks, Maryland. A subsidiary leases administrative office space in Springfield, Virginia. A subsidiary owns administrative offices in Richmond, Virginia. In addition, the Company owns approximately 14 acres in Maryland, which are used for shop facilities and 6,340 acres in Suwannee and Columbia counties in Florida held for investment.

The Company owns certain other properties which are summarized as follows:

Type Property (1)	State	Approximate Acres
Industrial/Commercial	Virginia	93
Industrial/Commercial	Florida	89
Industrial/Commercial	Maryland	909
Industrial/Commercial	North Carolina	27

(1) The properties owned by the Company are grouped by current or proposed use. Such use may be subject to obtaining appropriate rezoning, zoning variances, subdivision approval, permits, licenses, and complying with various zoning, building, environmental and other regulations of various federal, state, and local authorities.

At September 30, 2005 certain property, plant and equipment with a carrying value of $13,114,000 were pledged to secure industrial development revenue bonds and certain other notes and contracts with an outstanding principal balance totaling $29,722,000 on such date.

Item 3. LEGAL PROCEEDINGS.

In November 2000, the United States Environmental Protection Agency through the offices of the United States Attorney for the District of Columbia commenced an investigation of DC Materials, Inc. and Cardinal Concrete Company, both subsidiaries of the Company, with respect to possible violations of the Clean Water Act at a site in the District of Columbia. On September 10, 2003, a former employee of this facility was convicted of violating the Clean Water Act. As a result, the employee (but not the Company) has been barred from receiving federal government contracts or benefits at this facility. Counsel for the Company has advised that the statute of limitations has run and no action has been initiated by the United States Attorney. The United States Environmental Protection Agency has notified Cardinal Concrete Company that it will not be barred from receiving government contracts and benefits. As a result, no further action is anticipated.

Florida Rock holds one of 12 federal mining permits granted for the Lake Belt area in South Florida. The permit covers Florida Rock's Miami quarry. The Miami quarry is one of the largest of Florida Rock's quarries measured by volume of aggregates mined and sold. Various governmental agencies are involved in litigation brought by environmental groups concerning the manner in which all 12 permits were granted. The plaintiff's allege that the relevant governmental agencies acted capriciously, abused their discretion and failed to comply with administrative regulations and procedures and to consider all appropriate information when issuing the permits. The plaintiffs seek to set aside the permits and to enjoin the relevant governmental agencies from granting further permits. Although not named as a defendant, Florida Rock has intervened in the proceedings to protect its interests. The proceedings are continuing and it is not possible to determine the likely outcome or what impact it will have on Florida Rock's operations. If the Lake Belt permits, including the permit for the Miami quarry, were ultimately set aside, Florida Rock and the other industry participants with quarries in the Lake Belt region would need to source aggregates, to the extent available, from other locations in Florida or import aggregates. This would likely result in increased costs and other adverse operational effects on Florida Rock. However, Florida Rock believes that its permit for the Miami quarry was validly issued.

In December 2004, management discovered potential violations of the terms of wetland dredge-and-fill permits issued by the U.S. Army Corps of Engineers and the Florida Department of Environmental Protection at the Miami Quarry. Upon discovery, the Company halted the activities in question and voluntarily disclosed the activities to the U.S. Army Corps of Engineers and Florida Department of Environmental Protection. On December 30, 2004, the Florida Department of Environmental Protection issued a warning letter to the Company. On January 13, 2005, the U.S. Army Corps of Engineers issued a Notice of Noncompliance to the Company. In June 2005, the Company entered into a settlement agreement with the U.S. Army Corps of Engineers that resolves the matter through payment of an administrative penalty of $27,500 and completion of a supplemental environmental project in the amount of $411,840, which was recorded in the third quarter of fiscal 2005. In August 2005, the Company entered into a Consent Decree with the Florida Department of Environmental Protection, which resolved the matter through payment of a $5,500 administrative penalty. As a result of these two settlements, the enforcement proceedings on the part of these two agencies have been resolved.

The Company's 50% owned subsidiary, Jamer Materials, Ltd., has learned that samples of some crushed material from its New Brunswick, Canada quarry contain elevated levels of naturally occurring arsenic. Based on test results to date, the Company does not believe that the material poses a risk to human health. The Company is continuing to study the potential impact of this issue on the future operations of the subsidiary. In addition, at the request of a nearby property owner, some of this material had been used on nearby property for fill near a stream that leads to the local water supply. The Canadian environmental authorities have ordered that the material be removed from that site. The Company cannot assess at this time, with any degree of certainty, the impact on the subsidiary and its future financial performance, but management does not expect this matter to have a material adverse effect on the Company's consolidated financial statements or future financial performance.

The Company has been named as one of numerous defendants in a lawsuit filed in Broward County, Florida, by a plaintiff alleging personal injuries arising from silicosis. The lawsuit assets that the Company and various other mining companies named in the complaint (along with other defendants) are liable for negligence under a number of theories. The complaint has not yet been served upon the Company. The Company is unable to determine the impact, if any, on financial position or results of operations.

In December 2005, the Company received a Request for Information from the U.S. Environmental Protection Agency pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA) and the Resource Conservation and Recovery Act (RCRA). The request seeks information regarding whether the Company's subsidiary, Florida Cement, Inc., disposed of cement kiln dust at the Jernigan Trucking Dump Site in Hillsborough County, Florida during the 1970s. The Company acquired this subsidiary from Lafarge North America, Inc., in 2003. The Company has commenced an investigation of this matter but does not have sufficient information to determine whether the Company has any liability with respect to this matter or the extent of any potential liability.

The Company and its subsidiaries are involved in litigation on a number of other matters and are subject to certain claims which arise in the normal course of business, none of which, in the opinion of management, are expected to have a materially adverse effect on the Company's consolidated financial statements.

The Company has retained certain self-insurance risks with respect to losses for third party liability and property damage.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

No reportable events.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

There were approximately 856 holders of record of Florida Rock Industries, Inc. common stock, $.10 par value, as of December 01, 2005. The Company's common stock is traded on the New York Stock Exchange (Symbol: FRK). Information concerning stock prices and dividends paid during the past two years is included under the caption "Quarterly Results" on page 15 of the Company's 2005 Annual Report to Shareholders and such information is incorporated herein by reference.

Purchases of Equity Securities.
ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares (or Units Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased As Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
July 1, 2005 thru July 31, 2005	173	$45.27	173	-
August 1, 2005 thru August 31,				

2005	-	-	-	-
September 1, 2005 Thru September 30, 2005	-	-	-	-
Total	-	-	-	-

Item 6. SELECTED FINANCIAL DATA.

Information required in response to this Item 6 is included under the caption "Five Year Summary" on page 8 of the Company's 2005 Annual Report to Shareholders, and such information is incorporated herein by reference.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Information required in response to this Item 7 is included under the captions "Management Analysis" on pages 9 through 14; and in Notes 1 through 17 to the Consolidated Financial Statements included in the accompanying 2005 Annual Report to Shareholders and in Item 3 "Legal Proceedings" of this Form 10-K. Such information is incorporated herein by reference.

Item 7.A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The Company's operations are subject to factors affecting the level of general construction activity including the level of interest rates, availability of funds for construction and other factors affecting the construction industry. A significant decrease in the level of general construction activity in any of the Company's market areas may have a material adverse effect on the Company's sales and income derived thereof.

The Company is exposed to market risk from changes in interest rates. For its cash and cash equivalents a change in interest rates affects the amount of interest income that can be earned. For its debt instruments changes in interest rates affect the amount of interest expense incurred.

The following table provides information about the Company's financial instruments and the maturity dates thereof that are sensitive to changes in interest rates (in thousands):

	2006	2007	2008	2009	2010	There-after	Total	Fair Value
Long-term debt at fixed rates	$1,497	243	186	78	83	297	2,384	2,447
Weighted average interest rate	7.6%	7.6	7.6	7.6	7.2	7.2		

Long-term debt at variable interest rate	$ 0	1,775	1,775	0	0	14,000	17,550	17,550
Weighted average interest	2.4%							

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Information required in response to this Item 8 is included under the caption "Quarterly Results" on page 15 and on pages 16 through 30 of the Company's 2005 Annual Report to Shareholders. Such information is incorporated herein by reference.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

On July 21, 2004, the Audit Committee of the Board of Directors of Florida Rock Industries, Inc. (the "Company"), engaged KPMG LLP ("KPMG") to serve as the Company's independent registered public accountants for a three year term beginning with fiscal year 2005. On July 21, 2004, the Company's Audit Committee notified Deloitte & Touche LLP ("Deloitte & Touche") of their intent to dismiss Deloitte & Touche as the Company's principal public accountants, effective upon completion of the audit of the Company's consolidated financial statements for the 2004 fiscal year.

Deloitte & Touche's reports on the consolidated financial statements of the Company and its subsidiaries for the two most recent fiscal years ended September 30, 2004 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles, except that their reports included unqualified opinions with an explanatory paragraph to disclose that effective October 1, 2002, the Company changed its method of accounting for its costs of reclamation to conform to Standard of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations".

During the Company's fiscal years ended September 30, 2004 and 2003, there were no disagreements between the Company and Deloitte & Touche on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to Deloitte & Touche's satisfaction, would have caused them to make reference to the subject matter of the disagreement in connection with their reports; and there were no reportable events as described in Item 304(a)(1)(v) of Regulation S-K.

Prior to engaging KPMG, the Company did not consult KPMG with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

Item 9.A CONTROLS AND PROCEDURES

(a) The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Office ("CEO"), Chief Financial Officer ("CFO"), and Chief Accounting Officer ("CAO"), as appropriate, to allow timely decisions regarding required disclosure.

All control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving the desired control objectives.

As of September 30, 2005, the Company, under the supervision and with the participation of the Company's management, including the CEO, CFO and CAO, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Company's CEO, CFO and CAO concluded that the Company' CEO, CFO and CAO concluded that the Company's disclosure controls and procedures are effective in alerting them in a timely manner to material information required to be included in periodic SEC filings.

(b) Changes in Internal Controls. There have been no changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Item 9.B OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

Information regarding the executive officers of the Company is set forth under the caption "Executive Officers of the Company" in Part I of this Form 10-K.

Information concerning directors required in response to this Item 10 will be included under the captions "Election of Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's Proxy Statement and such information is incorporated herein by reference.

Information regarding the corporate governance practices of the Company, including information regarding which members of the audit committee are audit committee financial experts and the code of conduct applicable to principal executive officers, principal financial officers and principal accounting officers (a copy of which is included as an exhibit to this Form 10-K), will be included under the caption "Election of Directors" in the Company's Proxy Statement and such information is incorporated herein by reference.

Item 11. EXECUTIVE COMPENSATION.

Information required in response to this Item 11 will be included under the captions "Executive Compensation," "Compensation Committee Report," "Compensation Committee Interlocks and Insider Participation," and "Shareholder Return Performance" in the Company's Proxy Statement and such information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table summarizes certain information concerning the Company's equity compensation plans:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights-	Weighted average exercise price of outstanding options, warrants and rights	Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column
Equity compensation plans approved by security holders	3,591,926	$ 16.89	1,219,000
Equity compensations plans not approved by security holders	-	-	-
Total	3,591,926	$ 16.89	1,219,000

For additional information, see note 9 of the Notes of Consolidated Financial Statements.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Information required in response to this Item 13 will be included under the captions "Compensation Committee Interlocks and Insider Participation" and "Certain Relationships and Related Transactions" in the Company's Proxy Statement.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information required in response to this Item 14 will be included under the caption "Audit Committee Report - Audit and Non-Audit Fees" in the Company's Proxy Statement.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULE

(a)(1)and (2)Financial Statements and Financial Statement Schedule.

The response to this item is submitted as a separate section. See Index to Financial Statements and Financial Statement Schedule on page 21 of this Form 10-K.

(3)Exhibits

The response to this item is submitted as a separate section. See Exhibit Index on pages 18 through 20 of this Form 10-K.

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.

DECEMBER 14, 2005 FLORIDA ROCK INDUSTRIES, INC.

By JOHN D. BAKER, II
John D. Baker, II
President and Chief
Executive Officer

By JOHN D. MILTON, JR.
John D. Milton, Jr.
Executive Vice President
Treasurer and Chief
Financial Officer

By WALLACE A. PATZKE, JR.
Wallace A. Patzke, Jr.
Vice President, Controller
and Chief Accounting
Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on December 07, 2005.

JOHN D. BAKER, II
John D. Baker, II
Director, President and Chief
Executive Officer
(Principal Executive Officer)

JOHN D. MILTON, JR.
John D. Milton, Jr.
Executive Vice President, Treasurer
and Chief Financial Officer
(Principal Financial Officer)

J. DIX DRUCE, JR.
J. Dix Druce, Jr.
Director

LUKE E. FICHTHORN, III
Luke E. Fichthorn, III
Director

EDWARD L. BAKER
Edward L. Baker
Director

WALLACE A. PATZKE, JR.
Wallace A. Patzke, Jr.
Vice President, Controller and
Chief Accounting Officer
(Principal Accounting Officer)

____
Francis X. Knott
Director

ALVIN R. CARPENTER
Alvin R. Carpenter
Director

WILLIAM P. FOLEY II
William P. Foley, II
Director

THOMAS S. BAKER, II
Thomas S. Baker, II
Director

WILLIAM H. WALTON, III
William H. Walton, III
Director

____
Robert P. Crozer
Director

JOHN A. DELANEY
John A. Delaney
Director

FLORIDA ROCK INDUSTRIES, INC.
FORM 10-K FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2005

EXHIBIT INDEX
[Item 14(a)(3)]

(3)(a)(1) Restated Articles of Incorporation of Florida Rock Industries, Inc., filed with the Secretary of State of Florida on May 9, 1986, incorporated by reference to an exhibit previously filed with Form 10-Q for the quarter ended December 31, 1986. File No. 1-7159.

(3)(a)(2) Amendment to the Articles of Incorporation of Florida Rock Industries, Inc. filed with the Secretary of State of Florida on February 19, 1992, incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1993. File No. 1-7159.

(3)(a)(3) Amendments to the Articles of Incorporation of Florida Rock Industries, Inc. filed with the Secretary of State of Florida on February 7, 1995, incorporated by reference to an appendix to the Company's Proxy Statement dated December 15, 1994. File No. 1-7159.

(3)(a)(4) Amendment to the Articles of Incorporation of Florida Rock Industries, Inc. filed with the Secretary of State of Florida on February 4, 1998, incorporated by reference to an exhibit previously filed with Form 10-Q for the quarter ended March 31, 1998. File No. 1-7159.

(3)(a)(5) Amendment to the Articles of Incorporation of Florida Rock Industries, Inc. filed with the Secretary of State of Florida on May 6, 1999. A form of such amendment was previously filed as Exhibit 4 to the Company's Form 8-K dated May 5, 1999 and is incorporated by reference herein. File No. 1-7159.

(3)(b)(1) Restated Bylaws of Florida Rock Industries, Inc., adopted December 1, 1993, incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1993. File No. 1-7159.

(3)(b)(2) Amendment to the Bylaws of Florida Rock Industries, Inc.
adopted October 5, 1994, incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1994. File No. 1-7159.

(3)(b)(3) Amendment to the Bylaws of Florida Rock Industries, Inc.
adopted February 4, 1998, incorporated by reference to an exhibit previously filed with Form 10-Q for the quarter ended March 31, 1998. File No. 1-7159.

(3)(b)(4) Amendment to the Bylaws of Florida Rock Industries, Inc.
adopted December 5, 2001 incorporated by referenced to an exhibit previously filed with Form 10-Q for the quarter ended December 31, 2001. File No 1-7159.

(3)(b)(5) Amendment to Bylaws of Florida Rock Industries Inc. adopted May 5, 2004 incorporated by reference to an exhibit previously filed with Form 10-Q for the quarter ended June 30, 2004. File No. 1-7159.

(4)(a) Articles III, VII, and XIII of the Articles of Incorporation of Florida Rock Industries, Inc., incorporated by reference to exhibits previously filed with Form 10-Q for the quarter ended December 31, 1986 and Form 10-K for the fiscal year ended September 30, 1993. And Articles XIV and XV, incorporated by reference as appendix to the Company's Proxy Statement dated December 15, 1994. File No. 1-7159.

(4)(b) Credit Agreement dated as of May 27, 2004 among Florida Rock Industries, Inc.; Wachovia Bank, N.A.; Bank of America, N.A.; SunTrust Bank; Wachovia Capital Markets, LLC and Banc of America Securities, LLC incorporated by reference to an exhibit previously filed with Form 10-Q for the quarter ended June 30, 2004. File No. 1-7159.

(4)(c) The Company and its consolidated subsidiaries have other long-term debt agreements which do not exceed 10% of the total consolidated assets of the Company and its subsidiaries, and the Company agrees to furnish copies of such agreements and constituent documents to the Commission upon request.

(4)(d) Rights Agreement, dated as of May 5, 1999 between the Company and First Union National Bank, incorporated by reference to Exhibit 4 to the Company's Form 8-K dated May 5, 1999. File No. 1-7159.

(10)(a) Employment Agreement dated June 12, 1972 between Florida Rock Industries, Inc. and Charles J. Shepherdson, Sr. and form of Addendum thereto, incorporated by reference to an exhibit previously filed with Form S-1 dated June 29, 1972. File No. 2-44839

(10)(b) Addendums dated April 3, 1974 and November 18, 1975 to Employment Agreement dated June 12, 1972 between Florida Rock Industries, Inc., and Charles J. Shepherdson, Sr., incorporate by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1975. File No. 1-7159.

(10)(c) Amended Medical Reimbursement Plan of Florida Rock Industries, Inc., effective May 24, 1976, incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1980. File No. 1-7159.

(10)(d) Amendment No. 1 to Amended Medical Reimbursement Plan of Florida Rock Industries, Inc. effective July 16, 1976, incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1980. File No. 1-7159

(10)(e) Tax Service Reimbursement Plan of Florida Rock Industries, Inc. effective October 1, 1976, incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1980. File No. 1-7159.

(10)(f) Amendment No. 1 to Tax Service Reimbursement Plan of Florida Rock Industries, Inc., incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1981. File No. 1-7159.

(10)(g) Amendment No. 2 to Tax Service Reimbursement Plan of Florida Rock Industries, Inc., incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1985. File No. 1-7159.

(10)(h) Summary of Management Incentive Compensation Plan as amended effective October 1, 1992, incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1993. File No. 1-7159.

(10)(i) Florida Rock Industries, Inc. Management Security Plan, incorporated by reference to an exhibit previously filed with Form 10-K for the fiscal year ended September 30, 1985. File No. 1-7159.

(10)(j) Various mining royalty agreements with Patriot or its subsidiary, none of which are presently believed to be material individually, but all of which may be material in the aggregate, incorporated by reference to exhibits previously filed with Form 10-K for the fiscal year ended September 30, 1986. File No. 1-7159.

(10)(k) Florida Rock Industries, Inc. 1996 Stock Option Plan, incorporated by reference to an appendix to the Company's Proxy Statement dated December 18, 1995. File No. 1-7159.

(10)(l) Florida Rock Industries, Inc. 2000 Stock Option Plan, incorporated by reference to an exhibit previously filed with the Proxy Statement dated December 20, 2000. File No. 1-7159.

(10)(m) Summary of Compensation Arrangements with Directors, incorporated by reference to an exhibit previously filed with the Form 10-Q for the quarter ended March 31, 2005. File No.1-7159.

(10)(n) Summary of Compensation with Named Executive Officers, incorporated by reference to an exhibit previously filed with the Form 10-Q for the quarter ended March 31, 2005. File No. 1-7159.

(11) Computation of Earnings Per Common Share.

(13) The Company's 2005 Annual Report to Shareholders, portions of which are incorporated by reference in this Form 10-K. Those portions of the 2005 Annual Report to Shareholders, which are not incorporated by reference, shall not be deemed to be filed as part of this Form 10-K.

(14) Financial Code of Ethical Conduct. Incorporated by reference to an Exhibit previously filed with the Form 10-K for the fiscal year ended September 30, 2003. File No. 1-7159.

(21) Subsidiaries of the Company.

(23) Consents of KPMG LLP and Deloitte & Touche LLP appear on page 22 of this Form 10-K.

(31)(a) Certification of John D. Baker, II

(31)(b) Certification of John D. Milton, Jr.

(31)(c) Certification of Wallace A. Patzke, Jr.

(32) Certification under Section 906 of Sarbanes-Oxley Act of 2002

FLORIDA ROCK INDUSTRIES, INC.
INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

(Item 15(a)(1) and (2))

(a) Refers to the page number in the Company's 2005 Annual Report to Shareholders. Such information is incorporated by reference in Item 8 of this Form 10-K.

(b) Refers to the page number in this Form 10-K.

All other financial statement schedules have been omitted, as they are not required under the related instructions, are inapplicable, or because the information required is included in the footnotes to the consolidated financial statements.

Exhibit 23

CONSENTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMS

The Board of Directors and Shareholders
Florida Rock Industries, Inc.:

We consent to the incorporation by reference in Registration Statements Nos. 333-55128, 33-56322, 333-26775, 333-18873, 333-47618, 333-111663 and 333-121007 of Florida Rock Industries, Inc. on Form S-8 of Florida Rock Industries, Inc. of our reports dated December 14, 2005, with respect to the consolidated balance sheet of Florida Rock Industries, Inc. and subsidiaries as of September 30, 2005, and the related consolidated statements of income, shareholders' equity and comprehensive income and cash flows, for the year ended September 30, 2005, and the related financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting as of September 30, 2005 and the effectiveness of internal control over financial reporting as of September 30, 2005, which reports appear in the September 30, 2005, annual report on Form 10-K of Florida Rock Industries, Inc.

KPMG LLP

Jacksonville, Florida
December 14, 2005

We consent to the incorporation by reference in Registration Statements Nos. 333-55128, 33-56322, 333-26775, 333-18873, 333-47618, 333-111663 and 333-121007 of Florida Rock Industries, Inc. on Forms S-8 of our reports dated December 01, 2004,(December 14, 2005 as to the effects of the stock split described in Note 1) incorporated by reference and included in this Annual Report on Form 10-K of Florida Rock Industries, Inc. for the year ended September 30, 2004.

DELOITTE & TOUCHE LLP

Jacksonville, Florida
December 14, 2005

REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMS

The Board of Directors and Shareholders of
Florida Rock Industries, Inc:

Under date of December 14, 2005, we reported on the consolidated balance sheet of Florida Rock Industries, Inc. and subsidiaries as of September 30, 2005, and the related consolidated statements of income, shareholders' equity and comprehensive income, and cash flows for the year then ended, which are included in the 2005 Annual Report to Shareholders. In connection with our audit of the aforementioned consolidated financial statements, we also audited the related consolidated financial statement schedule for the year ended September 30, 2005 incorporated in the Form 10-K by reference. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on

this financial statement schedule based on our audit.
In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

KPMG LLP

Jacksonville, Florida
December 14, 2005

To the Board of Directors and Shareholders of
Florida Rock Industries, Inc.
Jacksonville, Florida

We have audited the consolidated financial statements of Florida Rock Industries, Inc. and subsidiaries (the "Company") as of September 30, 2004 and for each of the two years ended September 30, 2004, and have issued our report thereon dated December 01, 2004 (December 14, 2005 as to the effects of the stock split described in Note 1); such consolidated financial statements and report are included in your 2005 Annual Report to Shareholders and are incorporated herein by reference. Our audits also included the financial statement schedule of the Company, listed in Item 15. This financial statement schedule is the responsibility of the Company management. Our responsibility is to express an opinion based on our audits. In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

DELOITTE & TOUCHE LLP
Certified Public Accountants

Jacksonville, Florida
December 1, 2004

FLORIDA ROCK INDUSTRIES, INC.
SCHEDULE II (CONSOLIDATED) - VALUATION AND QUALIFYING ACCOUNTS
YEAR ENDED SEPTEMBER 30, 2005, 2004, AND 2003

Description	Balance at Beginning of Year	Additions: Charged to Costs and Expenses	Additions: Charged to Other Accounts	Deductions	Balance at End of Year
Year ended September 30, 2005:					
Allowance for doubtful accounts	$ 2,554,502	257,747		(511,646)a	2,300,603

Accrued risk Insurance	$17,066,925	20,354,943		(18,338,202)b	19,083,666
Asset retirement obligations	$ 9,033,478	404,135	1,735,965 d	(2,113,934)b	9,059,644
Year ended September 30, 2004:					
Allowance for doubtful accounts	$ 3,419,357	776,683	(50,000)C	1,591,538a	2,554,502
Accrued risk insurance reserve	$13,147,330	10,956,265		7,036,670b	17,066,925
Asset retirement obligations	$ 8,648,576	361,288	212,866d	189,252b	9,033,478
Year ended September 30, 2003:					
Allowance for Doubtful accounts	$ 1,694,319	1,170,229	1,250,000c	695,191a	3,419,357
Accrued risk insurance reserves	$ 11,486,667	8,238,673		6,578,010b	13,147,330
Asset retirement obligations(d)	$ -	363,421	8,824,958d	539,803b	8,648,576

a) Accounts written off less recoveries
b) Payments
c) For 2003 allowance for doubtful receivables established in an acquisition and for fiscal 2004 an adjustment due to finalization of the purchase price allocation.
d) Initial liability recorded upon adoption of FASB 143 plus new obligations established in fiscal 2003, 2004 and 2005.

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