

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

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* GOLDSMITH DOUGLAS S <hr/> (Last) (First) (Middle) 32 CHITTENDEN DRIVE <hr/> (Street) BURLINGTON VT 05401 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ROCK OF AGES CORP [ROAC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Vice President/Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock	05/03/2004		M		3,000	A	\$4.94	11,000	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) (Instr. 3, 4 and 5)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$4.94	07/20/2000		A ⁽¹⁾		7,000		07/20/2001	07/20/2004	Class A Common Stock	7,000	\$0	7,000	D	
Stock Option (right to buy)	\$5.98	02/08/2002		A ⁽²⁾		25,000		02/08/2003	02/08/2012	Class A Common Stock	25,000	\$0	32,000	D	
Stock Option (right to buy)	\$4.94	05/03/2004		M ⁽¹⁾			3,000	07/20/2001	07/20/2004	Class A Common Stock	3,000	\$0	29,000	D	

Explanation of Responses:

- Grant to reporting person of option to buy shares of common stock under the Rock of Ages 1994 Stock Plan in a transaction exempt under Rule 16b-3. The option vests in 1/3 increments on 07/20/01, 07/20/02 and 07/20/03, respectively.
- Grant to reporting person of option to buy shares of common stock under the Rock of Ages 1994 Stock Plan in a transaction exempt under Rule 16b-3. The option vests in 20% increments on 02/08/03, 02/08/04, 02/08/05, 02/08/06 and 02/08/07, respectively.

/s/ Douglas S. Goldsmith 05/03/2004

** Signature of Reporting Person 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.