

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12



Landmark Land Company, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box)

☒ No fee required.

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(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**Landmark Land Company, Inc.
2817 Crain Highway
Upper Marlboro, Maryland 20774
(301) 574-3330**

October 19, 2007

Dear Stockholder:

You are cordially invited to attend the 2007 Annual Meeting of Stockholders (the "Annual Meeting") of Landmark Land Company, Inc. (the "Company"), which will be held at South Padre Island Golf Club, 1 Golf House Road, Laguna Vista, Texas 78578, at 9:00 a.m., local time, on Friday, November 30, 2007.

The enclosed Notice of Annual Meeting and Proxy Statement describe the formal business to be transacted at the Annual Meeting. Representatives of the Company will be present to respond to any questions that stockholders may have. Also enclosed for your review is our Annual Report on Form 10-KSB for 2006, which contains detailed information concerning the activities and operating performance of the Company.

The business to be conducted at the Annual Meeting consists of the election of eight directors, the ratification of the appointment of the independent registered public accounting firm for the fiscal year ending December 31, 2007 and such other matters as may properly come before the Annual Meeting. The Board of Directors of the Company has determined that the matters to be considered at the Annual Meeting are in the best interest of the Company and its stockholders, and the Board of Directors unanimously recommends a vote "FOR" each matter to be considered.

On behalf of the Board of Directors, we urge you to sign, date and return the enclosed proxy card as soon as possible even if you currently plan to attend the Annual Meeting. This will not prevent you from voting in person, but will assure that your vote is counted if you are unable to attend the Annual Meeting. Your vote is important, regardless of the number of shares that you own.

Sincerely,

/s/ Gerald G. Barton

Chairman and Chief Executive Officer



Landmark Land Company, Inc.
2817 Crain Highway
Upper Marlboro, Maryland 20774
(301) 574-3330

**NOTICE OF
2007 ANNUAL MEETING OF STOCKHOLDERS
To Be Held On November 30, 2007**

Notice is hereby given that the Annual Meeting of Stockholders (the "Annual Meeting") of Landmark Land Company, Inc. (the "Company") will be held at South Padre Island Golf Club, 1 Golf House Road, Laguna Vista, Texas 78578, on Friday, November 30, 2007, at 9:00 a.m., local time.

A Proxy Card and a Proxy Statement for the Annual Meeting are enclosed. The Annual Meeting is for the purpose of considering and acting upon:

1. The election of eight directors;
2. The ratification of Aronson & Company as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2007; and

such other matters as may properly come before the Annual Meeting, or any adjournments thereof. The Board of Directors is not aware of any other business to come before the Annual Meeting.

Any action may be taken on the foregoing proposals at the Annual Meeting on the date specified above, or on any date or dates to which the Annual Meeting may be adjourned. Stockholders of record at the close of business on October 16, 2007 are the stockholders entitled to vote at the Annual Meeting and any adjournments thereof. A list of stockholders entitled to vote at the Annual Meeting will be available at the Company's main office located at 2817 Crain Highway, Upper Marlboro, Maryland 20774 for a period of ten days prior to the Annual Meeting and will also be available for inspection at the Annual Meeting.

EACH STOCKHOLDER, WHETHER HE OR SHE PLANS TO ATTEND THE ANNUAL MEETING, IS REQUESTED TO SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD WITHOUT DELAY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

BY THE ORDER OF THE BOARD OF DIRECTORS

/s/ William W. Vaughan, III
Assistant Secretary

Upper Marlboro, Maryland
October 19, 2007

IMPORTANT: THE PROMPT RETURN OF PROXIES WILL SAVE THE COMPANY THE EXPENSE OF FURTHER REQUESTS FOR PROXIES TO ENSURE A QUORUM AT THE ANNUAL MEETING. A SELF-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.



**Landmark Land Company, Inc.
2817 Crain Highway
Upper Marlboro, Maryland 20774
(301) 574-3330**

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS November 30, 2007

This proxy statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of Landmark Land Company, Inc. (the "Company") to be used at the Annual Meeting of Stockholders of the Company (the "Annual Meeting"), which will be held at South Padre Island Golf Club, 1 Golf House Road, Laguna Vista, Texas 78578, on Friday, November 30, 2007, at 9:00 a.m., local time, and all adjournments of the Annual Meeting. The accompanying Notice of Annual Meeting of Stockholders and this proxy statement are first being mailed to stockholders on or about October 19, 2007.

REVOCATION OF PROXIES

Stockholders who execute proxies in the form solicited hereby retain the right to revoke them in the manner described below. Unless so revoked, the shares represented by such proxies will be voted at the Annual Meeting and all adjournments thereof. Proxies solicited on behalf of the Board of Directors of the Company will be voted in accordance with the directions given thereon. Where no instructions are indicated, validly executed proxies will be voted "FOR ALL NOMINEES" in the Election of Directors and "FOR" Proposal 2, as set forth in this proxy statement for consideration at the Annual Meeting.

A proxy may be revoked at any time prior to its exercise by sending a written notice of revocation to the Assistant Secretary of the Company, delivering to the Company a duly executed proxy bearing a later date, or attending the Annual Meeting and voting in person. However, if you are a stockholder whose shares are not registered in your own name, you will need appropriate documentation from your record holder to vote personally at the Annual Meeting.

VOTING SECURITIES

Holders of record of the Company's common stock, par value \$0.50 per share (the "Common Stock") as of the close of business on October 16, 2007 (the "Record Date") are entitled to one vote for each share held, except as described below. As of the Record Date, the Company had 7,567,530 shares of Common Stock issued and outstanding. The presence, in person or by proxy, of at least a majority of the total number of issued and outstanding shares of Common Stock entitled to vote is necessary to constitute a quorum at this Annual Meeting. In the event there are not sufficient votes for a quorum, or to approve or ratify any matter being presented at the time of this Annual Meeting, the Annual Meeting may be adjourned in order to permit the further solicitation of proxies. There are no appraisal rights with respect to matters to be voted upon at the Annual Meeting.

VOTING PROCEDURES AND METHOD OF COUNTING VOTES

As to the election of directors, the proxy card being provided by the Board of Directors enables a stockholder to vote "FOR" the election of the eight nominees proposed by the Board of Directors, or to "WITHHOLD AUTHORITY" to vote for all of the nominees or any individual nominee being proposed. Under Delaware law and the Company's Certificate of Incorporation and Bylaws, cumulative voting is permitted in the election of directors, so that each stockholder is entitled to eight votes for each share registered in his or her name and may cast all such votes for one nominee or distribute the votes among as many nominees as desired. The proxies will have discretionary authority to accumulate votes for particular nominees for directors for whom they are authorized to vote.

As to the ratification of Aronson & Company as independent auditors of the Company, by checking the appropriate box, a stockholder may: (i) vote "FOR" the item; (ii) vote "AGAINST" the item; or (iii) "ABSTAIN" from voting on such item. Under the Company's Certificate of Incorporation and Bylaws, the approval or ratification of this matter shall be determined by a majority of the votes cast at the Annual Meeting.

Abstentions and broker non-votes each will be included in determining the number of shares present and entitled to vote at the Annual Meeting for purposes of determining a quorum. Abstentions will not be counted as a vote in favor of a proposal and therefore will have the same effect as a vote against such proposal. Broker non-votes on a proposal, indicating a lack of voting instruction by the beneficial owner of such shares and a lack of discretionary authority on the part of the broker to vote on a particular proposal, will not be considered to be represented at the meeting for purposes of calculating the vote required for approval of such proposal.

Proxies solicited hereby will be returned to the Company and will be tabulated by an inspector(s) of election designated by the Board of Directors.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The table below sets forth the beneficial ownership of the Company's common stock, par value \$0.50 per share, as of October 5, 2007 held by any persons known to the Company to be a beneficial owner of more than 5% of the Company's common stock, and by each of the Company's directors and executive officers individually and all of the Company's directors and executive officers as a group. The percentages were calculated based upon the 7,567,530 shares of common stock of the Company outstanding on October 5, 2007, plus for each person or group, any securities that person or group has the right to acquire within sixty (60) days pursuant to outstanding stock options.

Name and Address of Beneficial Owner (2)	Amount and Nature of Beneficial Ownership (1)	Percent of Class
Jim L. Awtrey	0	0%
Gerald G. Barton	1,962,078	25.93%
Claudia Holliman (3)	50,000	Less than 1%
Bernard G. Ille (3)	51,000	Less than 1%
David A. Sislen (3)	51,100	Less than 1%
Robert W. White (3)	81,186	1.07%
William W. Vaughan, III	503,207	6.65%
Harold F. Zagunis (3)	55,000	Less than 1%
Joe V. Olree	229,010	3.03%
Gary Kerney	376,715	4.98%
James C. Cole	228,810	3.02%
G. Douglas Barton	504,507	6.67%
All Directors and Executive Officers as a group (12 persons)	4,091,973	52.34%
Martha B. Doherty	503,207	6.65%

- (1) Includes shares held directly, as well as shares held or controlled jointly with family members. Claudia Holliman disclaims beneficial ownership of 25,000 common shares owned by her husband.
- (2) The address of each of the beneficial owners set forth above is 2817 Crain Highway, Upper Marlboro, Maryland 20774.
- (3) Mr. Ille, Mr. Sislen and Mr. White each have the right to acquire beneficial ownership of 50,000 shares pursuant to the stock option agreements between the Company and each said director dated May 1, 2006, which permit each such director to purchase shares at an exercise price of \$2.00 per share until April 30, 2011, at which time the stock option agreement expires. Mrs. Holliman has the right to acquire beneficial ownership of 50,000 shares pursuant to the stock option agreement between the Company and said director dated May 23, 2007, which permits said director to purchase shares at an exercise price of \$2.85 per share until May 22, 2012, at which time the stock option agreement expires. Mr. Zagunis has the right to acquire beneficial ownership of 50,000 shares pursuant to the stock option agreement between the Company and said director dated August 10, 2007, which permits said director to purchase shares at an exercise price of \$2.55 per share until August 9, 2012, at which time the stock option agreement expires.

There are no securities authorized for issuance under any director or employee equity compensation plan, other than the stock options described in Note (3) immediately above and 766,000 shares authorized for issuance under the 2006 Landmark Land Company, Inc. Incentive Stock Option Plan. As of October 5, 2007, options for the purchase of 438,000 shares pursuant to the 2006 Landmark Land Company, Inc. Incentive Stock Option Plan were outstanding, of which 92,500 shares have been granted to Mr. Awtrey. There are no arrangements in place involving the Company, any of its executive management or any third parties known to the Company that would result in a change in control of the Company.

PROPOSAL 1. – ELECTION OF DIRECTORS

The Company's Board of Directors currently consists of eight (8) members. On April 20, 2007, the Board of Directors of the Company appointed Claudia Holliman to fill a vacant position on the Board and on August 10, 2007, the Board of Directors of the Company appointed Harold F. Zagunis to fill a vacant position on the Board. Such appointments were made at the recommendation of Gerald G. Barton, the Company's Chairman and Chief Executive Officer. The Company's Bylaws provide that the directors are to be elected annually. Eight directors will be elected at the Annual Meeting to serve for a one-year period and until their respective successors shall have been elected and shall qualify. The Nominating Committee of the Board of Directors recommended and the Board of Directors has nominated the current Board members, Gerald G. Barton, Jim L. Awtrey, Claudia Holliman Bernard G. Ille, David A. Sislen, Robert W. White, William W. Vaughan, III and Harold F. Zagunis, for election as directors.

The following table sets forth certain information, as of October 5, 2007, regarding the Board of Directors and executive officers. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to the nominees) will be voted at the Annual Meeting for the election of the nominees for director identified below. If the nominees are unable to serve, the shares represented by all such proxies will be voted for the election of such substitute(s) as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason why the nominees would be unable to serve, if elected. There are no arrangements or understandings between the nominees or executive officers of the Company and any other person pursuant to which such nominees or executive officers were selected. None of the Directors or executive officers (or affiliates thereof) set forth in the table is a party adverse to the Company or any of its subsidiaries in any matter or has a material interest in any matter which is adverse to the Company or any of its subsidiaries.

Name	Position(s) held with the Company	Age	Term of Office Began
Nominees for Director:			
Gerald G. Barton	Chairman of the Board of Directors and Chief Executive Officer	76	1971
Bernard G. Ille	Director	80	1971
David A. Sislen	Director	52	2005
Robert W. White	Director	78	2003
William W. Vaughan, III	Director, President, General Counsel and Assistant Secretary	55	1987
Jim L. Awtrey	Director, Senior Vice President	65	2006
Claudia Holliman	Director	59	2007
Harold F. Zagunis	Director	49	2007
Executive Officers Who Are Not Directors:			
Joe V. Olree	Senior Vice President and Chief Financial Officer	68	1982
James C. Cole	Senior Vice President	57	1982
Gary R. Kerney	Senior Vice President	64	1974
G. Douglas Barton	Senior Vice President	48	1984

The business experience for the past five years of each of the Company's directors and executive officers is as follows:

Gerald G. Barton. Mr. Barton has been Chief Executive Officer since September 1971. He became Chairman of the Board of Directors during 1985. Mr. Barton's son, G. Douglas Barton, is a Senior Vice President of the Company and Mr. Barton's son-in-law, William W. Vaughan, III, is President, General Counsel and Director of the Company. Mr. Barton was and continues to be Chief Executive Officer of DPMG, Inc., a golf-oriented real estate development and management concern acquired by the Company during 2003.

Jim L. Awtrey. Mr. Awtrey became a Director of the Company on October 2, 2006 and a Senior Vice President on November 18, 2006. From 1988 through 2005, Mr. Awtrey was the Chief Executive Officer of the PGA of America. Since 2005, Mr. Awtrey has been the Managing Director of JLA & Associates and has been involved primarily in consulting on golf-related matters.

Claudia Holliman. Ms. Holliman became a Director of the Company on April 20, 2007. Ms. Holliman has been a senior vice president for Smith Barney, or one of its predecessor firms, for over 20 years.

Bernard G. Ille. Mr. Ille became a Director in 1971. Mr. Ille is a principal of BML Consulting Company, an insurance and financial consulting company and is a director of LSB Industries, Inc. and Quail Creek Bank, Oklahoma City, Oklahoma.

David A. Sislen. Mr. Sislen was appointed to the Board of Directors in March, 2005. Mr. Sislen is President of Bristol Capital Corporation, a diversified real estate investment, management and advisory firm based in Bethesda, Maryland.

Robert W. White. Mr. White was appointed to the Board of Directors in February, 2003. Mr. White was formerly chairman and president of Cardinal Paper Company, a wholesale paper distributor in Oklahoma City, Oklahoma and was formerly Chairman Emeritus and a Director of Lincoln National Bank, Oklahoma City, Oklahoma.

Harold F. Zagunis. Mr. Zagunis became a Director on August 10, 2007. Mr. Zagunis has served as a Vice President of Redwood Trust, Inc. since 1995. From 2000 to 2006, Mr. Zagunis also served as Chief Financial Officer, Controller, Treasurer, and Secretary of Redwood Trust, Inc.

William W. Vaughan, III. Mr. Vaughan became Vice President and General Counsel in June 1982, a Director of the Company in December 1987 and President of the Company in November, 2004. Mr. Vaughan was and continues to be vice president and general counsel of DPMG, Inc.

Joe V. Olree. Mr. Olree is Senior Vice President and Chief Financial Officer of the Company. Mr. Olree was and continues to be Chief Financial Officer of DPMG, Inc.

James C. Cole. Mr. Cole is a Senior Vice President and Director of Golf for the Company. Mr. Cole was and continues to be Director of Golf for DPMG, Inc.

Gary R. Kerney. Mr. Kerney is a Senior Vice President and Director of Real Estate Development for the Company. Mr. Kerney was and continues to be Director of Real Estate Development for DPMG, Inc.

G. Douglas Barton. Mr. Barton is a Senior Vice President and Director of International Development for the Company. Mr. Barton was and continues to be Director of International Development for DPMG, Inc.

Meetings and Committees of the Board of Directors

The Board of Directors of the Company generally meets three to four times a year, or more often as may be necessary. The Board of Directors of the Company has an Audit Committee, a Nominating Committee and a Compensation Committee. The law firm of Modrall, Sperling, Roehl, Harris & Sisk, P.A. has been retained as counsel to the Board of Directors. The Board of Directors of the Company met four times during fiscal 2006. All then-current directors attended the 2006 annual meeting and no director attended fewer than 75% in the aggregate of the total number of Board meetings held and the total number of meetings of the Committees on which he or she served during 2006.

The Board of Directors has no formal policy with regard to Board Members' attendance at Annual Meetings nor does the Board have a formal process for security holders to send communications, however, any communications to a particular director which are sent to the Company at its principal business office will be forwarded to the director(s) to whom the communication is addressed.

Management has the primary responsibility for the Company's internal controls and financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with auditing standards generally accepted in the United States of America and to issue an opinion thereon. The Audit Committee's responsibility is to monitor and oversee these processes.

The Company's Audit Committee, whose charter was included as an appendix to the Company's 2004 proxy statement, is responsible for the review of the Company's annual audit report prepared by the Company's independent registered public accounting firm. The review includes detailed discussions with the independent auditors and recommendations to the full Board concerning any action to be taken regarding the audit. The current members of the Audit Committee are Claudia Holliman, Bernard G. Ille, David A. Sislen, Robert W. White and Harold F. Zagunis, each of whom is "independent" as defined in the listing standards of the National Association of Securities Dealers, as applicable on the date of this proxy statement. Bernard G. Ille is the designated audit committee financial expert. The Company's Audit Committee met six times during fiscal 2006.

As part of its ongoing activities, the Audit Committee has:

- Reviewed and discussed with management, and the independent auditors, the Company's audited consolidated financial statements for the fiscal year ended December 31, 2006.
- Discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards* Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and
- Received the written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, as adopted by the Public Company Accounting Oversight Board in Rule 3600T and has discussed with the independent auditors their independence from the Company.

Based on the review and discussions referred to above, the Audit Committee (with the exception of Ms. Holliman and Mr. Zagunis who did not become members until 2007) recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2006 and be filed with the SEC. In addition, the Audit Committee recommended that the Board of Directors appoint Aronson & Company as the Company's independent auditors for the year ending December 31, 2007, subject to the ratification of this appointment by the stockholders.

The Audit Committee report set forth in the preceding two paragraphs shall not be deemed incorporated by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

The Audit Committee of the Board of Directors

Bernard G. Ille
Claudia Holliman
David A. Sislen
Robert W. White
Harold F. Zagunis

The Company has a standing Nominating Committee and Compensation Committee. Neither the Nominating Committee nor the Compensation Committee has a charter. Claudia Holliman, Bernard G. Ille, David A. Sislen, Robert W. White and Harold F. Zagunis, each of whom is an "independent" Director as defined in the listing standards of the National Association of Securities Dealers, as applicable on the date of this proxy statement, are members of both committees. The Compensation Committee was established to approve levels of compensation for the Company's officers and key employees. The Compensation Committee were established in November, 2004 and the Compensation Committee held one meeting during the 2006 fiscal year. The Compensation Committee is not currently authorized to delegate this approval right to any person or committee other than the full Board of Directors. As a general rule, the Chairman of the Board of Directors makes recommendations to the Compensation Committee of compensation levels for executives and key employees of the Company.

The Nominating Committee was established to recommend nominees for the position of director to the full Board of Directors. The Nominating Committee was established in November, 2004 and held one meeting during the 2006 fiscal year. The Nominating Committee does not have a specific policy with regard to the consideration of any director candidates recommended by security holders, however, the committee will consider candidates for nomination to the Board that are submitted in writing by security holders to the Company's principal office, provided such nominees are "qualified" (as set forth below) and such nominations are submitted at least one hundred twenty (120) days prior to the date that the Company's proxy statement for the Company's Annual Shareholders Meeting is released. Any nominees recommended by security holders should possess skills or qualities which will assist the Company in developing strategies for furthering the Company's new and ongoing lines of business. The committee will evaluate all nominees equally, whether or not such nominee(s) are recommended by a security holder. All nominees for director included on the Company's proxy card were approved for reelection by all members of the Nominating Committee.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee currently consists of Claudia Holliman, Bernard G. Ille, David A. Sislen, Robert W. White and Harold F. Zagunis. No member of the Compensation Committee has served as an officer or employee of the Company since 1992; both Mr. Ille and Mr. Zagunis were officers and employees of the Company for a number of years prior to 1992. No executive officer has served as a member of a compensation committee of any other company or as a member of the board of directors of any other company that has an executive officer serving as a member of the Company's Compensation Committee.

Executive Compensation

For fiscal years ended December 31, 2006, December 31, 2005 and December 31, 2004, Gerald G. Barton, Gary R. Kerney, James C. Cole, William W. Vaughan, III and Joe V. Olree received remuneration from the Company or its subsidiaries in his or her respective capacity as follows:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	All Other Compensation (c) (\$)	Total (\$)
----- Annual Compensation -----					
Gerald G. Barton	2006	312,793	0	8,397	321,190
Chairman of Board,	2005	313,424	0	5,203	318,627
President and CEO (a)	2004	313,424	0	5,203	318,627
Gary R. Kerney	2006	257,569	101,000	8,800	367,369
Senior Vice President (b)	2005	244,032	0	6,000	250,032
	2004	244,032	0	6,000	250,032
James C. Cole	2006	203,433	0	8,136	211,569
Senior Vice President	2005	190,100	0	5,703	195,803
	2004	190,100	0	5,703	195,803
William W. Vaughan, III	2006	246,383	0	8,800	255,183
President and General	2005	234,041	0	6,000	240,041
Counsel	2004	234,041	0	6,000	240,041
Joe V. Olree	2006	191,683	0	7,667	199,350
Senior Vice President and	2005	178,350	0	5,351	183,701
Chief Financial Officer	2004	178,350	0	5,351	183,701

- (a) Amounts paid as salary to Mr. Barton include consulting fees paid to an entity wholly-owned by Mr. Barton and his wife.
(b) Mr. Kerney was granted a bonus during 2006 in the form of a new automobile valued at \$101,000.
(c) Represents payments by the Company to the 401(k) Plan accounts of the named individuals.

Compensation Discussion and Analysis

The Company's compensation philosophy for its executive officers is that Company executives should be compensated currently with salaries sufficient to maintain a reasonable standard of living and should participate in the long term growth of the Company through equity ownership. For many years prior to 2005, the Company did not generate operating profits and consequently held executive compensation at modest levels below those of other publicly traded real estate developers. Even though the Company has since generated operating profits, the philosophy remains to continue to hold executive compensation at competitively modest levels. Each of the executives has an equity interest in the Company and as the Company prospers in the future due to their efforts, this equity ownership increases in value thereby rewarding the executives over the long term. As new executives are appointed, the Company tries to reward long term performance through the grant of stock options during the executive's initial year(s) of employment. These options are generally granted under the Company's 2006 Incentive Stock Option Plan. Through the end of 2006, annual compensation to the named executives consisted of annual salary and matching Company 401(k) Plan contributions up to 4% of annual compensation. The only exception to the general philosophy stated above was the grant of an automobile to Mr. Kerney based on the exceptional 2006 performance of the South Padre Island residential sales division which was under his control. To date, all executive compensation recommendations have been recommended by the Company's Chairman and approved by the Compensation Committee and/or the full Board of Directors.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the *Compensation Discussion and Analysis* included in this Proxy Statement. Based on this review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

The Compensation Committee of the Board of Directors

Bernard G. Ille
Claudia Holliman
David A. Sislen
Robert W. White
Harold F. Zagunis

Compensation of Directors

Independent directors of the Company are entitled to receive a monthly retainer fee of \$1,000, regardless of the number of meetings attended. No committee fees are paid. Directors who are also employees of the Company or its subsidiaries do not receive fees from the Company for serving on the Board of Directors. For the year ended December 31, 2006, compensation to directors is summarized as follows:

Name	Fees Earned or Paid in Cash (\$)	Option Awards (4) (\$)	All Other Compensation (3) (\$)	Total (\$)
Jim L. Awtrey (2)	-0-	27,145	76,635	103,780
Claudia Holliman (5)	-0-	-0-	-0-	-0-
Bernard G. Ille (1)	12,000	25,000	-0-	37,000
David A. Sislen (1)	12,000	25,000	-0-	37,000
Robert W. White (1)	12,000	25,000	-0-	37,000
Harold F. Zagunis (5)	-0-	-0-	-0-	-0-

- (1) During 2006, Mr. Ille, Mr. Sislen and Mr. White, were granted an immediately exercisable stock option to purchase 50,000 common shares of the Company at a purchase price of \$2.00 per share, which was the quoted stock price as of the grant date. The stock options were granted on May 1, 2006 and each option grant has a term of five years. As of October 5, 2007, there had been no exercises or purchases under such stock option grants.
- (2) During 2006, Mr. Awtrey was granted a stock option under The 2006 Landmark Land Company, Inc. Incentive Stock Option Plan to purchase 62,500 common shares of the Company at a purchase price of \$1.60 per share, which was the quoted stock price as of the grant date. The stock option was granted on November 18, 2006, is exercisable after five years and has a term of ten years.
- (3) Represents cash compensation to Mr. Awtrey for services provided to the Company as an employee during 2006.
- (4) All stock option award values are computed as of the grant date based on the provisions of SFAS No. 123R. The Company utilizes the Black Scholes Merton model for its value determinations.
- (5) Ms. Holliman and Mr. Zagunis were not Directors in 2006.

Employment Contracts. There are no employment, termination of employment or change-in-control contracts between the Company and any Director or executive officer.

Transactions with Certain Related Persons

Transactions with Management and Control Persons

Since the beginning of the Company's last fiscal year, there were no transactions with Directors, executive officers or persons who are known to be the beneficial owners of more than 5% of the company's common stock, or their immediate families, in which the company was, or is to be, a party, except as follows:

1. As of August 31, 2007, a subsidiary of the company, DPMG Inc., had an obligation to pay an affiliate of Mr. Gerald G. Barton the full principal sum of \$333,600, together with accrued interest thereon (at the rate of 15% per annum) of \$311,030. During the January 2006 through August 2007 period, interest on this indebtedness in the amount of \$180,000 was paid to Mr. Barton. The company acquired DPMG Inc. during 2003.
2. On August 31, 2007, a subsidiary of the company, South Padre Island Development, LLC, had an obligation to pay an affiliate of Mr. Gerald G. Barton the full principal sum of \$558,475, together with accrued interest thereon (at the rate of 12% per annum) of \$340,961. During the January 2006 through August 2007 period, no payments of principal or interest were paid to Mr. Barton. The company acquired South Padre Island Development, L.P. (now South Padre Island Development, LLC) during 2004.
3. During September 2005, a subsidiary of the company, DPMG Inc., entered into an agreement with Newco XXV, Inc. ("Newco"), an affiliate of Gerald G. Barton, the Company chairman, whereby DPMG Inc. agreed to provide consulting services to Newco relating to the planning, design and development of certain real property owned by Newco. The agreement provides that these services are to be provided at rates which are quoted by DPMG Inc. to non-affiliated third party entities. During the January 2006 through August 2007 period, DPMG Inc. performed services for Newco valued at approximately \$13,000 pursuant to such agreement.

All material related party transactions with the Company or its subsidiaries are subject to the prior approval of the full Board of Directors. This policy is not specifically addressed by the Company's Code of Ethics or other written policies, but is followed by the Company as a good business practice.

Section 16(a) Beneficial Ownership Reporting Compliance

The Common Stock of the Company is registered with the SEC pursuant to the Securities Exchange Act of 1934 (the "Exchange Act"). The officers and directors of the Company and beneficial owners of greater than 10% of the Company's Common Stock are required to file reports on Forms 3, 4 and 5 with the SEC disclosing beneficial ownership and changes in beneficial ownership of the Common Stock. SEC rules require disclosure in the Company's Proxy Statement or Annual Report on Form 10-K of the failure of an officer, director or 10% beneficial owner of the Company's Common Stock to file a Form 3, 4, or 5 on a timely basis. Based on the Company's review of ownership reports, no officer or director failed to file ownership reports on a timely basis for the fiscal year ended December 31, 2006.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES FOR DIRECTOR LISTED IN THIS PROXY STATEMENT

**PROPOSAL 2. – RATIFICATION OF THE APPOINTMENT
OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Company's independent registered public accounting firm for the years ended December 31, 2006 and 2005, was Aronson & Company. The Board of Directors of the Company has approved the engagement of Aronson & Company to be the Company's auditors for the year ending December 31, 2007, subject to the ratification of the engagement by the Company's stockholders at the Annual Meeting.

Audit Fees

Set forth below is certain information concerning aggregate fees billed for professional services rendered by Aronson & Company during fiscal 2006 and 2005:

	<u>2006</u>	<u>2005</u>
Audit fees (1)	\$ 92,424	\$ 59,797
Audit-related fees (2)	-	-
Tax fees (3)	-	-
All other fees (4)	-	2,502
Total	<u>\$ 92,424</u>	<u>\$ 62,299</u>

- (1) Represents fees for professional services provided in connection with the audit of the Company's financial statements and review of the Company's quarterly financial statements and advice on accounting matters that arose during the audit.
- (2) Represents fees for assurance and related services that are reasonably related to the audit of the Company's financial statements that are not reported as audit fees.
- (3) Represents fees for services and advice provided in connection with tax advice, tax compliance and tax planning.
- (4) All other fees represent fees for services provided by the independent accountant other than disclosed above.

The Audit Committee approves in advance audit and non-audit services to be provided by the independent accountant. In other cases, in accordance with Rule 2-01(c)(7) of Securities and Exchange Commission Regulation S-X, the Audit Committee has delegated pre-approval authority to the Chairman of the Audit Committee for matters which arise or otherwise require approval between regularly scheduled meetings of the Audit Committee, provided that the Chairman reports such approvals to the Audit Committee at the next regularly scheduled meeting of the Audit Committee. The Audit Committee was formed on May 1, 2003 and 100% of the services provided by the independent accountant have been approved under the Audit Committee's pre-approval policies.

The Audit Committee has considered whether the provision of a pre-acquisition audit of a current Company subsidiary is compatible with maintaining Aronson & Company's independence. The Audit Committee concluded that performing such services does not affect Aronson & Company's independence in performing its function as auditor of the Company.

A representative of Aronson & Company is expected to attend the Annual Meeting. Such representative will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF ARONSON & COMPANY AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

STOCKHOLDER PROPOSALS

In order to be eligible for inclusion in the proxy materials for next year's Annual Meeting of Stockholders, any stockholder proposal to take action at such meeting must be received at the Company's executive office, 2817 Crain Highway, Upper Marlboro, Maryland 20774, no later than June 1, 2008. Any proposal after such date shall be deemed not submitted in a timely manner. Any such proposals shall be subject to the requirements of the proxy rules adopted under the Exchange Act.

OTHER MATTERS

The Board of Directors is not aware of any business to come before the Annual Meeting other than the matters described above in this proxy statement. However, if any matters should properly come before the Annual Meeting, it is intended that holders of the proxies will act in accordance with their best judgment.

MISCELLANEOUS

The cost of solicitation of proxies will be borne by the Company. The Company will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of the Common Stock. In addition to solicitations by mail, directors, officers and regular employees of the Company may solicit proxies personally or by telephone without additional compensation. The Company has not retained a proxy solicitation firm to assist the Company in the solicitation of proxies for the Annual Meeting.

BY THE ORDER OF THE BOARD OF DIRECTORS

/s/ William W. Vaughan, III

Assistant Secretary

Upper Marlboro, Maryland
October 19, 2007

LANDMARK LAND COMPANY, INC.

2817 Crain Highway
Upper Marlboro, MD 20774

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Joe V. Olree and Bill D. Thompson as proxies, each with full substitution, to represent and vote as designated on the reverse side, all the shares of Common Stock of Landmark Land Company, Inc. held of record by the undersigned on October 16, 2007, at the Annual Meeting of Stockholders to be held at South Padre Island Golf Club, 1 Golf House Road, Laguna Vista, Texas 78578, at 9:00 a.m., local time, on Friday, November 30, 2007, or any adjournment or postponement thereof.

(Continued and to be signed on the reverse side)

ANNUAL MEETING OF STOCKHOLDERS OF

LANDMARK LAND COMPANY, INC.

November 30, 2007

Please date, sign and mail
your proxy card in the
envelope provided as soon
as possible

↓ Please detach along perforated line and mail in the envelope provided. ↓

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR ALL NOMINEES" FOR THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE.

X

1. Election of Directors:

<input type="checkbox"/> FOR ALL NOMINEES	<input type="radio"/> Gerald G. Barton	---
	<input type="radio"/> Bernard G. Ille	---
	<input type="radio"/> David A.. Sislen	---
<input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES	<input type="radio"/> Robert W. White	---
	<input type="radio"/> William W. Vaughan, III	---
<input type="checkbox"/> FOR ALL EXCEPT (See instructions below)	<input type="radio"/> Jim L. Awtrey	---
	<input type="radio"/> Claudia Holliman	---
	<input type="radio"/> Harold F. Zagunis	---

INSTRUCTION: To withhold authority to vote for any individual nominee(s) mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, (as shown here: (●)). To cumulate your vote for one or more of the above nominee(s), write the manner in which such votes shall be cumulated in the space to the right of the nominee(s) name(s). If you are cumulating your vote, do not mark the circle.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

Signature of Shareholder _____ Date _____

	For	Against	Abstain
2. The ratification of the appointment of Aronson & Company as the independent registered accounting firm for the fiscal year ending December 31, 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Shareholder _____ Date _____

Note: Please sign exactly as your name or names appear on the Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.