ST JOE CO Form 4 September 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **RUMMELL PETER S**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

ST JOE CO [JOE]

09/01/2005

_X__ Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below) Chairman & CEO

245 RIVERSIDE AVENUE

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

JACKSONVILLE, FL 32202

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		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)	
Common Stock	09/01/2005		S	700	D	\$ 73.84	199,300	I	By LLC
Common Stock	09/01/2005		S	1,300	D	\$ 73.85	198,000	I	By LLC
Common Stock	09/01/2005		S	700	D	\$ 73.86	197,300	I	By LLC
Common Stock	09/01/2005		S	1,500	D	\$ 73.87	195,800	I	By LLC
Common Stock	09/01/2005		S	600	D	\$ 73.88	195,200	I	By LLC

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Common Stock	09/01/2005	S	4,200	D	\$ 73.89	191,000	I	By LLC
Common Stock	09/01/2005	S	700	D	\$ 73.9	190,300	I	By LLC
Common Stock	09/01/2005	S	200	D	\$ 73.91	190,100	I	By LLC
Common Stock	09/01/2005	S	200	D	\$ 73.92	189,900	I	By LLC
Common Stock	09/01/2005	S	600	D	\$ 73.93	189,300	I	By LLC
Common Stock	09/01/2005	S	100	D	\$ 73.95	189,200	I	By LLC
Common Stock	09/01/2005	S	3,600	D	\$ 74	185,600	I	By LLC
Common Stock	09/01/2005	S	1,300	D	\$ 74.07	184,300	I	By LLC
Common Stock	09/01/2005	S	200	D	\$ 74.08	184,100	I	By LLC
Common Stock	09/01/2005	S	1,600	D	\$ 74.25	182,500	I	By LLC
Common Stock	09/01/2005	S	2,500	D	\$ 74.51	180,000	I	By LLC
Common Stock						303,951	D	
Common Stock						711,923	I	By Limited Partnership

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

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SEC 1474

(9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

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4, and 5)

Date Expiration Or Number Of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
RUMMELL PETER S								
245 RIVERSIDE AVENUE	X		Chairman & CEO					
JACKSONVILLE, FL 32202								

Signatures

/s/ Peter S.
Rummell

**Signature of Reporting Person

O9/06/2005

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 sales plan previously adopted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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