

RUMMELL PETER S  
Form 4  
May 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
ST JOE CO [JOE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
245 RIVERSIDE AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
05/02/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

(Street)  
JACKSONVILLE, FL 32202

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/02/2005		S		6,300	D	\$ 70 337,651
Common Stock	05/02/2005		S		3,100	D	\$ 70.01 334,551
Common Stock	05/02/2005		S		1,300	D	\$ 70.02 333,251
Common Stock	05/02/2005		S		1,100	D	\$ 70.03 332,151
Common Stock	05/02/2005		S		1,100	D	\$ 70.04 331,051

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Common Stock	05/03/2005	S	100	D	\$ 70	330,951	D	
Common Stock	05/03/2005	S	100	D	\$ 70.01	330,851	D	
Common Stock	05/03/2005	S	200	D	\$ 70.02	330,651	D	
Common Stock	05/03/2005	S	2,100	D	\$ 70.03	328,551	D	
Common Stock	05/03/2005	S	500	D	\$ 70.04	328,051	D	
Common Stock	05/03/2005	S	200	D	\$ 70.05	327,851	D	
Common Stock	05/03/2005	S	700	D	\$ 70.06	327,151	D	
Common Stock	05/03/2005	S	300	D	\$ 70.08	326,851	D	
Common Stock	05/03/2005	S	300	D	\$ 70.09	326,551	D	
Common Stock	05/04/2005	S	2,600	D	\$ 70	323,951	D	
Common Stock						951,923	I	By Limited Partnership

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

/s/ Peter S.  
Rummell

05/04/2005

Signature of  
Reporting Person

Date

## Explanation of Responses:

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

### 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.