ST JOE CO Form 4 July 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

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(b).

(Print or Type Responses)

1 Name and Address of Departing De

See Instruction

HERBERT ADAM W JR			Symbol ST. LOE CO. LIGER				Issuer				
			ST JOE CO [JOE]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction						
			(Month/D	ay/Year)				_X_ Director		Owner	
245 RIVER 500	SIDE AVENU	JE, SUITE	07/01/20	005				Officer (give below)	below)	er (specify	
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Year)			Applicable Line) _X_ Form filed by	One Reporting Pe		
JACKSON	VILLE, FL 32	202						Person	wore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of	2. Transaction	Date 2A. Dee	emed	3.	4. Securi	ties A	equired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution		on Date, if Transaction(A) or Disposed of			d of	Securities Form: Direct Indirect					
(Instr. 3)		any		Code	(D)			Beneficially	(D) or	Beneficial	
		(Month)	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/01/2005			A	130	A	\$ 81.4	3,453	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)			onNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable Date	Date	Title	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
HERBERT ADAM W JR 245 RIVERSIDE AVENUE SUITE 500 JACKSONVILLE, FL 32202	X						

Signatures

/s/ Reece B. Alford, by Power of
Attorney

**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).

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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