

ST JOE CO
Form POS AM
March 26, 2008

As filed with the Securities and Exchange Commission on March 26, 2008

Registration No. 333-149371

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

**Post-Effective Amendment No. 1
to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

The St. Joe Company

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or Other Jurisdiction of Incorporation or Organization)

59-0432511

(I.R.S. Employer Identification No.)

245 Riverside Avenue, Suite 500

Jacksonville, Florida 32202

(904) 301-4200

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Christine M. Marx

The St. Joe Company

245 Riverside Avenue, Suite 500

Jacksonville, Florida 32202

(904) 301-4450

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Donald C. Walkovik

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10005

The Registrant recently offered securities pursuant to this shelf registration statement and filed a prospectus supplement, dated February 26, 2008, relating to these securities. The Registrant does not intend to offer any additional securities hereunder in the foreseeable future. As a result, the Registrant hereby terminates this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on the 26th day of March, 2008.

THE ST. JOE COMPANY

By: /s/ William S. McCalmont
Name: William S. McCalmont
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities indicated as of March 26, 2008:

Signature

Title

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Signature		Title
*		Director
Harry H. Frampton, III		
*		Director
Dr. Adam W. Herbert, Jr.		
*		Director
Delores M. Kesler		
*		Director
John S. Lord		
*		Director
Walter L. Revell		
*		Director
William H. Walton, III		

***By:** /s/ William S. McCalmont
William S. McCalmont
Attorney-in-Fact