

MARX CHRISTINE M  
Form 4  
February 12, 2007

**FORM 4**

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

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 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 \*  
MARX CHRISTINE M

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, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
General Counsel and Secretary

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 02/08/2007                           |  | M                              |   | 30,000  | A  | \$ 32.65                                   |
| Common Stock                    | 02/08/2007                           |  | M                              |   | 8,750   | A  | \$ 27.43                                   |
| Common Stock                    | 02/08/2007                           |  | S                              |   | 650   | D  | \$ 57.4                                    |
| Common Stock                    | 02/08/2007                           |  | S                              |   | 2,300   | D  | \$ 57.41                                   |
| Common Stock                    | 02/08/2007                           |  | S                              |   | 100   | D  | \$ 57.43                                   |
|                                 |                                      |  |                                |   |   |  | \$ 51,145                                  |
|                                 |                                      |  |                                |   |   |  | \$ 48,845                                  |
|                                 |                                      |  |                                |   |   |  | \$ 48,745                                  |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 02/08/2007 | S | 300   | D | \$ 57.52 | 48,445 | D |
| Common Stock | 02/08/2007 | S | 2,000 | D | \$ 57.58 | 46,445 | D |
| Common Stock | 02/08/2007 | S | 100   | D | \$ 57.59 | 46,345 | D |
| Common Stock | 02/08/2007 | S | 400   | D | \$ 57.61 | 45,945 | D |
| Common Stock | 02/08/2007 | S | 3,400 | D | \$ 57.64 | 42,545 | D |
| Common Stock | 02/08/2007 | S | 200   | D | \$ 57.65 | 42,345 | D |
| Common Stock | 02/08/2007 | S | 1,300 | D | \$ 57.66 | 41,045 | D |
| Common Stock | 02/08/2007 | S | 500   | D | \$ 57.72 | 40,545 | D |
| Common Stock | 02/08/2007 | S | 2,600 | D | \$ 57.84 | 37,945 | D |
| Common Stock | 02/08/2007 | S | 200   | D | \$ 57.85 | 37,745 | D |
| Common Stock | 02/08/2007 | S | 2,600 | D | \$ 57.86 | 35,145 | D |
| Common Stock | 02/08/2007 | S | 1,500 | D | \$ 57.87 | 33,645 | D |
| Common Stock | 02/08/2007 | S | 200   | D | \$ 57.88 | 33,445 | D |
| Common Stock | 02/08/2007 | S | 3,800 | D | \$ 57.89 | 29,645 | D |
| Common Stock | 02/08/2007 | S | 1,400 | D | \$ 57.9  | 28,245 | D |
| Common Stock | 02/08/2007 | S | 900   | D | \$ 57.91 | 27,345 | D |
| Common Stock | 02/08/2007 | S | 900   | D | \$ 57.92 | 26,445 | D |
| Common Stock | 02/08/2007 | S | 400   | D | \$ 57.93 | 26,045 | D |
| Common Stock | 02/08/2007 | S | 200   | D | \$ 57.94 | 25,845 | D |
| Common Stock | 02/08/2007 | S | 200   | D | \$ 58.02 | 25,645 | D |
|              | 02/08/2007 | S | 200   | D |          | 25,445 | D |

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|              |            |   |       |   |  |          |          |
|--------------|------------|---|-------|---|--|----------|----------|
| Common Stock |            |   |       |   |  | \$ 58.03 |          |
| Common Stock | 02/08/2007 | S | 2,000 | D |  | \$ 58.11 | 23,445 D |
| Common Stock | 02/08/2007 | S | 2,500 | D |  | \$ 58.12 | 20,945 D |
| Common Stock | 02/08/2007 | S | 1,300 | D |  | \$ 58.13 | 19,645 D |
| Common Stock | 02/08/2007 | S | 2,000 | D |  | \$ 58.14 | 17,645 D |

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

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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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option                      | \$ 32.65   | 02/08/2007                           |  | M                              | 30,000  | <u>(1)</u> 08/18/2013                                    | Common Stock  | 30,000                     |                            |
| Employee Stock Option                      | \$ 27.43   | 02/08/2007                           |  | M                              | 8,750   | <u>(2)</u> 03/24/2013                                    | Common Stock  | 8,750                      |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| MARX CHRISTINE M<br>245 RIVERSIDE AVENUE<br>SUITE 500<br>JACKSONVILLE, FL 32202 |               |           | General Counsel and Secretary |       |

## Signatures

/s/ Christine M.  
Marx

02/12/2007

\_\_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).
- (1) The 30,000 options exercised vested in three equal annual installments beginning on August 18, 2004. The 10,000 options remaining vest on August 18, 2007.
  - (2) 2,500 options exercised vested on March 24, 2005, and 6,250 options exercised vested on March 24, 2006. The remaining 6,250 options vest on March 24, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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