

Greene William Britton  
 Form 3  
 February 22, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Greene William Britton		(Month/Day/Year)	ST JOE CO [JOE]	
(Last)	(First)	(Middle)	02/15/2005	
245 RIVERSIDE AVENUE,Â SUITE 500		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
JACKSONVILLE,Â FLÂ 32202		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Division President		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	22,500	D	Â

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Option (right to buy)	05/14/2005 <sup>(1)</sup> 05/14/2011	Common Stock 10,256 \$ 25	D Â
Stock Option (right to buy)	08/19/2005 <sup>(2)</sup> 08/19/2012	Common Stock 8,000 \$ 29	D Â
Stock Option (right to buy)	08/18/2005 <sup>(3)</sup> 08/18/2013	Common Stock 15,000 \$ 32.65	D Â
Stock Option (right to buy)	02/09/2005 <sup>(4)</sup> 02/09/2014	Common Stock 25,000 \$ 40.8	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greene William Britton 245 RIVERSIDE AVENUE SUITE 500 JACKSONVILLE, FL 32202	Â	Â	Â Division President	Â

## Signatures

/s/ William Britton  
Greene 02/22/2005

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 options will vest in two equal installments on May 14, 2005 and 2006.
- (2) The options will vest in two equal installments on August 19, 2005 and 2006.
- (3) The options will vest in three equal annual installments commencing on August 18, 2005.
- (4) 6,250 of the options vested on February 9, 2005, and the remaining options will vest in three equal annual installments commencing February 9, 2006.

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.