

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15 (D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) September 7, 2000

The St. Joe Company

(Exact Name of Registrant as Specified in Its Charter)

Florida

(State or Other Jurisdiction of Incorporation)

1-10466

59-0432511

(Commission File Number)

(IRS Employer Identification No.)

1650 Prudential Drive, Suite 400, Jacksonville, FL

32207

(Address of Principal Executive Offices)

(Zip Code)

(904) 396-6600

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS

The purpose of this Form 8-K is to file a press release, dated September 7, 2000, announcing the receipt by The St. Joe Company (the "Company") of a favorable Ruling from the Internal Revenue Service relating to the tax free status of the proposed recapitalization of Florida East Coast Industries, Inc. ("FEC") and a pro-rata spin-off of the Company's 54 percent equity interest in FEC to the Company's shareholders. A copy of the press release is filed herewith as Exhibit 99.1 and is hereby incorporated by reference to this Item 5.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99.1 Press release, dated September 7, 2000, issued by The St. Joe Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE ST. JOE COMPANY

Dated: September 12, 2000

By: /s/ Robert M. Rhodes

Name: Robert M. Rhodes
Title: Executive Vice President and
General Counsel

EXHIBITS

Exhibit Number Exhibit Title

99.1 Press release, dated September 7, 2000, issued by The St. Joe Company.

"Importantly, this transaction marks the completion of St. Joe's transformation from a regional industrial conglomerate into a cutting edge real estate operating company tightly focused on the company's extraordinary land assets in Florida," said Rummell.

"The transition started when St. Joe sold its Port St. Joe Paper Mill in 1996 for \$333.8 million; then sold the assets of its Talisman Sugar Corporation in 1998 for \$133.5 million and sold forward its equity securities portfolio in 1999 for \$111.1 million," said Rummell. "In addition, late last year St. Joe created the St. Joe Land Company which is transforming land previously categorized as timberland to a wide variety of higher and better uses. St. Joe Land Company sales have, in the first half of this year, resulted in \$32.8 million in Net EBITDA.

"During this same period, St. Joe became Florida's leading real estate operating company, well positioned to capitalize on the unprecedented demand for real estate products and services in one of the nation's fastest growing states," said Rummell. "We assembled exceptional real estate development management teams at Arvida and St. Joe Commercial. And with Arvida Realty Services and Advantis, we have a unique understanding of the Florida and Southeastern marketplace that comes with providing residential and commercial real estate services to thousands of families and businesses each year."

"The past financial performance for St. Joe Only, that part of the company going forward, demonstrates the company's growth potential," said Kevin M. Twomey, St. Joe's president, COO and CFO. "Earnings in the second quarter of 2000 were triple those of the first quarter of 1997. We also have well underway a process to increase and improve the underlying value of our vast land assets.

"St. Joe's greatest opportunity lies in Florida's Great Northwest where we own a million acres of land with many miles of coastline and waterfront - a significant portion of the remaining developable coastal lands of Florida," said Twomey. "We currently have approvals in hand for more than 11,000 units in high-quality and large-scale projects in Florida, and more are in the pipeline. We are working with local officials to secure the infrastructure and stimulate the economic development that will bring responsible growth.

"Our strategy in northwest Florida is to sequence our development so that we can build value for both our shareholders and the community," said Twomey. "Every part of the St. Joe team is focused on delivering this promise."

Florida East Coast was advised by Donaldson Lufkin & Jenrette Securities Corporation. St. Joe was advised by Morgan Stanley Dean Witter.

As of June 30, 2000, St. Joe had 84,982,472 shares of common stock issued and outstanding and owned 19,609,216 shares of Florida East Coast's common stock.

St. Joe, a publicly held company based in Jacksonville, is Florida's largest real estate operating company. It is engaged in community, commercial, industrial, leisure, hospitality and resort development, along with residential and commercial real estate services. The company also has significant interests in timber.

More information about St. Joe can be found at the web site <http://www.joe.com>. More information about Florida East Coast can be found at the web site <http://www.feci.com>.

This press release contains forward-looking statements made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements reflect St. Joe's and Florida East Coast's current assumptions and estimates of future events. St. Joe and Florida East Coast caution investors that any forward-looking statements are subject to risks and uncertainties that may cause actual events to differ materially from those matters expressed in or implied by such forward-looking statements. The anticipated benefits of the recapitalization, the exchange and the spin-off may be affected by general economic conditions, economic developments that have a particularly adverse effect on either St. Joe or Florida East Coast, or conditions in the securities markets on which St. Joe and Florida East Coast securities trade. St. Joe and Florida East Coast disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

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