

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>UIBLE JOHN D</b>			2. Issuer Name and Ticker or Trading Symbol <b>ST JOE CO [ Joe ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2003</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
245 RIVERSIDE AVENUE SUITE 500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>JACKSONVILLE FL 32202</b>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock	(1)	01/09/2003		A		208.75		(2)	(2)	Common 208.75	\$29.94	8,795.1	D	
Phantom Stock	(1)	01/31/2003		A		17.52		(2)	(2)	Common 17.52	\$28.54	8,812.62	D	
Phantom Stock	(1)	02/17/2003		A		53.71		(2)	(2)	Common 53.71	\$27.93	8,866.33	D	
Phantom Stock	(1)	02/18/2003		A		53.71		(2)	(2)	Common 53.71	\$27.93	8,920.03	D	
Phantom Stock	(1)	03/10/2003		A		18.76		(2)	(2)	Common 18.76	\$26.65	8,938.79	D	
Phantom Stock	(1)	03/31/2003		A		26.29		(2)	(2)	Common 26.29	\$27.2	8,965.08	D	
Phantom Stock	(1)	04/02/2003		A		227.27		(2)	(2)	Common 227.27	\$27.5	9,192.36	D	
Phantom Stock	(1)	05/12/2003		A		16.95		(2)	(2)	Common 16.95	\$29.5	9,209.31	D	
Phantom Stock	(1)	05/19/2003		A		50.45		(2)	(2)	Common 50.45	\$29.73	9,259.76	D	
Phantom Stock	(1)	05/20/2003		A		50.66		(2)	(2)	Common 50.66	\$29.61	9,310.42	D	
Phantom Stock	(1)	07/03/2003		A		199.49		(2)	(2)	Common 199.49	\$31.33	9,509.91	D	
Phantom Stock	(1)	07/10/2003		A		15.56		(2)	(2)	Common 15.56	\$32.13	9,525.47	D	
Phantom Stock	(1)	07/15/2003		A		15.56		(2)	(2)	Common 15.56	\$32.14	9,541.03	D	
Phantom Stock	(1)	07/23/2003		A		15.81		(2)	(2)	Common 15.81	\$31.62	9,556.84	D	
Phantom Stock	(1)	08/12/2003		A		15.3		(2)	(2)	Common 15.3	\$32.68	9,572.14	D	
Phantom Stock	(1)	08/19/2003		A		90.09		(2)	(2)	Common 90.09	\$33.3	9,662.23	D	

**Explanation of Responses:**

- 1-for-1
- The phantom stock units were accrued under the Issuer's Directors' Deferred Compensation Plan and are to be settled in cash or the Issuer's Common Stock, at the Reporting Person's election, upon retirement.

**Remarks:**

/s/ John D. Uible

08/21/2003

\*\* Signature of Reporting Person

Date

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

\* 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.

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