

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 | |
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| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>RUMMELL PETER S</u> (Last) (First) (Middle) <u>245 RIVERSIDE AVENUE</u> (Street) <u>JACKSONVILLE FL 32202</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ST JOE CO [JOE]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chairman & CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2004</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 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 | | | |
| Common | 07/01/2004 | | S | | 9,300 | D | \$39.4 | 1,486,574 | D | |
| Common | 07/01/2004 | | S | | 3,400 | D | \$39.41 | 1,483,174 | D | |
| Common | 07/01/2004 | | S | | 1,900 | D | \$39.42 | 1,481,274 | D | |
| Common | 07/01/2004 | | S | | 300 | D | \$39.43 | 1,480,974 | D | |
| Common | 07/01/2004 | | S | | 800 | D | \$39.44 | 1,480,174 | D | |
| Common | 07/01/2004 | | S | | 100 | D | \$39.46 | 1,480,074 | D | |
| Common | 07/01/2004 | | S | | 2,100 | D | \$39.5 | 1,477,974 | D | |
| Common | 07/01/2004 | | S | | 100 | D | \$39.57 | 1,477,874 | D | |
| Common | 07/01/2004 | | S | | 1,700 | D | \$39.7 | 1,476,174 | D | |
| Common | 07/01/2004 | | S | | 300 | D | \$39.79 | 1,475,874 | D | |

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 | | | | | |

Explanation of Responses:

Remarks:

This sale was effected pursuant to a 10b5-1 sales plan previously announced.

/s/ Peter S. Rummell 07/02/2004
 ** 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.

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 Number.