

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

The St. Joe Company

(Name of Issuer)

Common Stock, No par value

(Title of Class of Securities)

790148100

(CUSIP Number)

Winfred L. Thornton
Alfred I. duPont Testamentary Trust
4600 Touchton Road, East
Building 200, Suite 500
Jacksonville, FL 32246
(904) 232-4148

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

November 20, 2001

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box [].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a recording person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

(Entities Only)

Alfred I. duPont Testamentary Trust

2) Check the Appropriate Row if a Member of a Group (See Instructions)

(a)
(b) X

3) SEC Use Only

4) Source of Funds (See Instructions)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d)

or 2(e)

6) Citizenship or Place of Organization

Florida

Number of	7) Sole Voting Power	44,592,192
Shares Bene-	8) Shared Voting Power	44,592,192
ficially	9) Sole Dispositive Power	44,592,192
Owned by	10) Shared Dispositive Power	44,592,192
Each		
Reporting		
Person With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person

44,592,192

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See

Instructions)

13) Percent of Class Represented by Amount in Row (11)

56.00%

14) Type of Reporting Person (See Instructions)

00

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

(Entities Only)

The Nemours Foundation

2) Check the Appropriate Row if a Member of a Group (See Instructions)

(a)
(b) X

3) SEC Use Only

4) Source of Funds (See Instructions)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d)

or 2(e)

6) Citizenship or Place of Organization

Florida

Number of	7) Sole Voting Power	2,082,108
Shares Bene-	8) Shared Voting Power	2,082,108
ficially	9) Sole Dispositive Power	2,082,108
Owned by	10) Shared Dispositive Power	2,082,108
Each		
Reporting		
Person With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person

2,082,108

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See

Instructions)

13) Percent of Class Represented by Amount in Row (11)

2.61%

14) Type of Reporting Person (See Instructions)

00

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

(Entities Only)

Winfred L. Thornton

2) Check the Appropriate Row if a Member of a Group (See Instructions)

(a)
(b) X

3) SEC Use Only

4) Source of Funds (See Instructions)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d)

or 2(e)

6) Citizenship or Place of Organization

United States of America

Number of	7) Sole Voting Power	10,272
Shares Bene-	8) Shared Voting Power	46,674,300
ficially	9) Sole Dispositive Power	10,272
Owned by	10) Shared Dispositive Power	46,674,300
Each		
Reporting		
Person With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person

46,684,572

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See

Instructions)

13) Percent of Class Represented by Amount in Row (11)

58.63%

14) Type of Reporting Person (See Instructions)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

(Entities Only)

Hugh M. Durden

2) Check the Appropriate Row if a Member of a Group (See Instructions)

(a)
(b) X

3) SEC Use Only

4) Source of Funds (See Instructions)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d)

or 2(e)

6) Citizenship or Place of Organization

United States of America

Number of	7) Sole Voting Power	0
Shares Bene-	8) Shared Voting Power	46,674,300
ficially	9) Sole Dispositive Power	0
Owned by	10) Shared Dispositive Power	46,674,300
Each		
Reporting		
Person With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person

46,674,300

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See

Instructions)

13) Percent of Class Represented by Amount in Row (11)

58.62%

14) Type of Reporting Person (See Instructions)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

(Entities Only)

John S. Lord

2) Check the Appropriate Row if a Member of a Group (See Instructions)

(a)
(b) X

3) SEC Use Only

4) Source of Funds (See Instructions)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d)

or 2(e)

6) Citizenship or Place of Organization

United States of America

Number of	7) Sole Voting Power	1,950
Shares Bene-	8) Shared Voting Power	46,674,300
ficially	9) Sole Dispositive Power	1,950
Owned by	10) Shared Dispositive Power	46,674,300
Each		
Reporting		
Person With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person

46,676,250

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See

Instructions)

13) Percent of Class Represented by Amount in Row (11)

58.62%

14) Type of Reporting Person (See Instructions)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

(Entities Only)

Herbert H. Peyton

2) Check the Appropriate Row if a Member of a Group (See Instructions)

(a)
(b) X

3) SEC Use Only

4) Source of Funds (See Instructions)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d)

or 2(e)

6) Citizenship or Place of Organization

United States of America

Number of	7) Sole Voting Power	1,950
Shares Bene-	8) Shared Voting Power	46,674,300
ficially	9) Sole Dispositive Power	1,950
Owned by	10) Shared Dispositive Power	46,674,300
Each		
Reporting		
Person With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person

46,676,250

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See

Instructions)

13) Percent of Class Represented by Amount in Row (11)

58.62%

14) Type of Reporting Person (See Instructions)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

(Entities Only)

John F. Porter, III

2) Check the Appropriate Row if a Member of a Group (See Instructions)

(a)
(b) X

3) SEC Use Only

4) Source of Funds (See Instructions)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d)

or 2(e)

6) Citizenship or Place of Organization

United States of America

Number of	7) Sole Voting Power	0
Shares Bene-	8) Shared Voting Power	46,674,300
ficially	9) Sole Dispositive Power	0
Owned by	10) Shared Dispositive Power	46,674,300
Each		
Reporting		
Person With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person

46,674,300

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See

Instructions)

13) Percent of Class Represented by Amount in Row (11)

58.62%

14) Type of Reporting Person (See Instructions)

IN

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

(Entities Only)

W. T. Thompson, III

2) Check the Appropriate Row if a Member of a Group (See Instructions)

(a)
(b) X

3) SEC Use Only

4) Source of Funds (See Instructions)

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d)

or 2(e)

6) Citizenship or Place of Organization

United States of America

Number of	7) Sole Voting Power	1,500
Shares Bene-	8) Shared Voting Power	46,809,300
ficially	9) Sole Dispositive Power	1,500
Owned by	10) Shared Dispositive Power	46,809,300
Each		
Reporting		
Person With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person

46,810,800

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See

Instructions)

13) Percent of Class Represented by Amount in Row (11)

58.79%

14) Type of Reporting Person (See Instructions)

IN

Item 1. Security and Issuer

This Amendment No. 2 to Schedule 13D (the "Amendment") relates to the Common Stock, no par value (the "Common Stock"), of The St. Joe Company, a Florida corporation (the "Issuer"), which has its principal executive offices at 1650 Prudential Drive, Suite 400, Jacksonville, FL 32207.

Item 2. Identity and Background

This Amendment is filed on behalf of the Alfred I. duPont Testamentary Trust (the "Trust"), the Nemours Foundation (the "Foundation"), Hugh M. Durden, John S. Lord, Herbert H. Peyton, John F. Porter, III, William T. Thompson, III, and Winfred L. Thornton (collectively, the "Reporting Persons").

The Trust's and the Foundation's business address is 4600 Touchton Road, East Building 200, Suite 500, Jacksonville, FL 32246.

The Trustees of the Trust are Messrs. Durden, Lord, Peyton, Porter, Thompson and Thornton (collectively, the "Trustees"). In addition, the Trustees constitute the entire Board of Directors of the Foundation and therefore, have voting and dispositive power over the shares of the Issuer held of record by the Trust and the Foundation. Messrs. Durden, Lord, Peyton and Thornton are also directors of the Issuer.

During the past five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). In addition, during the past five years, none of the Reporting Persons have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

All of the Trustees are citizens of the United States of America.

Item 4. Purpose of Transaction

The Reporting Persons acquired the Common Stock of the Issuer reported herein for investment purposes. Although the Reporting Persons intend to exercise their rights as majority stockholder, neither the Trust, the Trustees nor the Foundation currently have any plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;

(c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any material change in the present capitalization or dividend policy of the Issuer; (e) any other material change in the Issuer's business or corporate structure; (f) changes in the Issuer's articles of incorporation, constitution, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (g) causing a class of securities of the Issuer to be deleted from a national securities exchange or to cease to be authorized or quoted in an inter-dealer quotation system of a registered national securities association; (h) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (i) any action similar to any of those enumerated above. The Reporting Persons do not have any plans or proposals which relate to or result in any change in the officers of the Issuer. Presently, four of the Trustees are directors on the Issuer's Board of Directors which has ten members. The Reporting Persons understand that one of the current directors of the Issuer intends to retire and the Reporting Persons have requested that the vacancy not be filled. Except as described above, the Reporting Persons do not have any plans or proposals to change the number or term of directors, other than to fill any future vacancies on the Board.

In the future, the Trust and/or the Trustees or the Foundation may determine to purchase additional shares of the Issuer's Common Stock (or other securities of the Issuer). The Reporting Persons may determine to sell shares of the Issuer's Common Stock through sales on the open market, private sales or sales back to the Issuer. Further, the Reporting Persons have participated in the Issuer's stock buyback program and may recommend to the Board of Directors that the Reporting Persons be permitted to participate in any Issuer sponsored stock buyback program in the future. Any such determination will depend on a number of factors, including market prices, the Issuer's prospects and alternative investments.

As stated in Item 2, Messrs. Durden, Lord, Peyton and Thornton are all directors of the Issuer and by serving in that capacity may explore actions and transactions that may be advantageous to the company, including but not limited to possible mergers, acquisitions, reorganizations or other material changes in the business, corporate structure, management, policies, governing instruments, capitalization, securities or regulatory or reporting obligations of the Issuer. However, Messrs. Durden, Lord, Peyton and Thornton do not currently have any plans or proposals that relate to or would result in any of the actions listed in (a) through (i) above.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended by adding the following information:

(a) As of the close of business on the date hereof, the Trust beneficially owned 44,592,192 shares of the Common Stock, which represented 56.00% of the issued and outstanding shares of Common Stock of the Issuer. As of such date, the Foundation beneficially owned 2,082,108 shares of Common Stock of the Issuer, which represented 2.61% of the outstanding Common Stock of the Issuer. The Trustees, by virtue of their status as Trustees of the Trust and their status as the directors of the Foundation, may be deemed to have indirect beneficial ownership of the shares of Common Stock owned by the Trust and the Foundation. In addition, as of such date, Winfred L. Thornton, a Trustee, has beneficial ownership over 3,471 shares of Common Stock of the Issuer, and William T. Thompson, a Trustee, has beneficial ownership over 136,500 shares of the Common Stock of the Issuer. In addition, as of such date, John S. Lord, a Trustee, has the right to acquire 1,950 shares of the Common Stock of the Issuer, Herbert H. Peyton, a Trustee, has the right to acquire 1,950 shares of the Common Stock of the Issuer, and Winfred L. Thornton, a Trustee, has the right to acquire 6,801 shares of the Common Stock of the Issuer. The number of shares owned by each of the foregoing Trustees individually and in the aggregate represented less than 1% of the outstanding Common Stock of the Issuer.

(b) The Trustees, by virtue of their status as Trustees of the Trust and their status as directors of the Foundation, have the power to vote or direct the vote and the power to dispose or direct the disposition of the 44,592,192 shares of Common Stock of the Issuer owned by the Trust and the 2,082,108 shares of Common Stock of the Issuer owned by the Foundation. Mr. Thornton has the sole power to vote and dispose of the 3,471 shares of Common Stock of the Issuer which he owns. Mr. Thompson has the sole power to vote and dispose of 1,500 shares of Common Stock of the Issuer which he owns and shares voting and dispositive power over the other 135,000 shares of Common Stock of the Issuer he beneficially owns.

(c) Between December 15, 2000 and November 20, 2001, the Trust made the following sales of the Issuer's Common Stock:

Date of event or transaction	Type of event or transaction	Number of shares acquired or disposed of	Price per share and aggregate price	Number of shares solely owned after transaction
12/15/00	Sale to Issuer	216,300	\$20.19 per share; \$4,366,552	49,426,992
12/22/00	Sale to Issuer	199,200	\$20.66 per share; \$4,115,243	49,227,792
12/29/00	Sale to Issuer	128,550	\$21.95 per share; \$2,821,895	49,099,242

1/5/01	Sale to Issuer	338,400	\$22.22 per share; \$7,517,782	48,760,842
1/12/01	Sale to Issuer	216,150	\$22.16 per share; \$4,790,301	48,544,692
1/19/01	Sale to Issuer	15,000	\$22.33 per share; \$333,375	48,529,692
2/9/01	Sale to Issuer	19,050	\$22.74 per share; \$433,197	48,510,642
2/16/01	Sale to Issuer	171,600	\$23.17 per share; \$3,976,055	48,339,042
2/23/01	Sale to Issuer	134,500	\$23.41 per share; \$3,150,181	48,204,492
3/2/01	Sale to Issuer	150,000	\$23.02 per share; \$3,452,991	48,054,492
3/9/01	Sale to Issuer	97,500	\$22.76 per share; \$2,219,347	47,956,992
3/16/01	Sale to Issuer	75,000	\$21.69 per share; \$1,627,092	47,881,992
3/23/01	Sale to Issuer	135,000	\$21.49 per share; \$2,900,598	47,746,992
4/9/01	Sale to Issuer	150,000	\$22.68 per share; \$3,402,108	47,596,992
4/23/01	Sale to Issuer	78,000	\$23.45 per share; \$1,828,843	47,518,992
4/30/01	Sale to Issuer	155,700	\$23.82 per share; \$3,708,763	47,363,292
5/7/01	Sale to Issuer	227,550	\$24.52 per share; \$5,578,832	47,135,742
5/14/01	Sale to Issuer	124,050	\$25.16 per share; \$3,120,535	47,011,692
5/21/01	Sale to Issuer	141,900	\$25.90 per share; \$3,604,501	46,869,792
5/29/01	Sale to Issuer	217,800	\$25.75 per share; \$5,608,174	46,651,992
6/4/01	Sale to Issuer	85,500	\$25.66 per share; \$2,194,258	46,566,492

6/11/01	Sale to Issuer	96,450	\$26.65 per share; \$2,570,392	46,470,042
6/18/01	Sale to Issuer	82,800	\$26.77 per share; \$2,216,556	46,387,242
6/25/01	Sale to Issuer	57,900	\$26.51 per share; \$1,534,929	46,329,342
7/9/01	Sale to Issuer	45,150	\$26.8883 per share; \$1,214,007	46,284,192
7/30/01	Sale to Issuer	102,600	\$29.2058 per share; \$2,996,515	46,181,592
8/6/01	Sale to Issuer	105,000	\$29.3750 per share; \$3,084,375	46,076,592
8/13/01	Sale to Issuer	105,150	\$28.7568 per share; \$3,023,778	45,971,442
8/20/01	Sale to Issuer	123,750	\$28.3508 per share; \$3,508,412	45,847,692
9/10/01	Sale to Issuer	55,500	\$27.3783 per share; \$1,519,496	45,792,192
11/20/01	Private Sale	1,200,000	\$25.53 per share; \$30,636,000	44,592,192

On March 30, 2001, the Foundation made the following sale of the Issuer's Common Stock:

Date of event or transaction	Type of event or transaction	Number of shares acquired or disposed of	Price per share and aggregate price	Number of shares solely owned after transaction
3/30/01	Sale to Issuer	150,300	\$22.35 per share; \$3,359,046	2,082,108

(e) On May 31, 2000, Mr. Jacob C. Belin, a former Trustee of the Trust and director of the Foundation, passed away and ceased to be a Reporting Person.

Item 7. Material To Be Filed As Exhibits

Amended agreement among Reporting Persons dated January 8, 2002 for the filing of a single Schedule 13D pursuant to Rule 13d-1(k)(1).

Exhibit Index

Exhibit 1 Amended Agreement among Reporting Persons dated January 8, 2002.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Alfred I. duPont Testamentary Trust

January 8, 2002

/s/ Winfred L. Thornton

Winfred L. Thornton
Chairman

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

The Nemours Foundation

January 8, 2002

/s/ William T. Thompson, III

William T. Thompson, III
Chairman

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 8, 2002

/s/ Hugh M. Durden

Hugh M. Durden

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 8, 2002

/s/ John S. Lord

John S. Lord

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 2, 2002

/s/ Herbert H. Peyton

Herbert H. Peyton

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 8, 2002

/s/ John F. Porter, III

John F. Porter, III

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 8, 2002

/s/ William T. Thompson, III

William T. Thompson, III

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 8, 2002

/s/ Winfred L. Thornton

Winfred L. Thornton

AMENDED AGREEMENT AMONG REPORTING PERSONS

THIS AMENDED AGREEMENT is made and entered into by and among Winfred L. Thornton ("Thornton"), Hugh M. Durden ("Durden"), John S. Lord ("Lord"), John F. Porter, III ("Porter"), William T. Thompson III ("Thompson"), Herbert H. Peyton ("Peyton"), the Alfred I. duPont Testamentary Trust (the "Trust") and The Nemours Foundation (the "Foundation").

W I T N E S S E T H:

WHEREAS, each of the parties hereto beneficially owns shares of the Common Stock of The St. Joe Company (the "Issuer");

WHEREAS, each of the parties hereto desires to file a single Schedule 13D indicating the beneficial ownership of each party; and

WHEREAS, Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934 (the "Act") requires that, when a Schedule 13D is filed on behalf of more than one person, the Schedule 13D shall include as an exhibit to the Schedule 13D an agreement in writing of such persons that the Schedule 13D is filed on behalf of each of them;

NOW, THEREFORE, in consideration of the premises and the mutual promises of the parties hereto the parties hereto covenant and agree as follows:

1. Thornton, Durden, Lord, Porter, Thompson, Peyton, the Trust and the Foundation agree that a single Schedule 13D and any amendments thereto relating to the shares of Common Stock of the Issuer shall be filed on behalf of each of them.

2. Thornton, Durden, Lord, Porter, Thompson, Peyton, the Trust and the Foundation each acknowledge and agree that pursuant to Rule 13d-1(k)(1) under the Act each of them is individually responsible for the timely filing of such Schedule 13D and any amendments thereto and for the completeness and accuracy of the information contained therein.

3. This Agreement shall not be assignable by any party hereto.

4. This Agreement shall be terminated only upon the first to occur of the following: (a) the death of any of the individual parties hereto, (b) the dissolution, termination or settlement of the Trust or the Foundation or (c) a written notice of termination given by any party hereto to all of the other parties hereto.

5. This Agreement may be executed in several counterparts, each of which shall be deemed to be an original copy hereof, but all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the 8th day of January, 2002.

/s/ Winfred L. Thornton

Winfred L. Thornton

/s/ William T. Thompson, III

William T. Thompson III

/s/ John S. Lord

John S. Lord

/s/ Hugh M. Darden

Hugh M. Durden

John F. Porter, III

John F. Porter III

/s/ Herbert H. Peyton

Herbert H. Peyton

Alfred I. duPont Testamentary Trust

/s/ Winfred L. Thornton

Winfred L. Thornton
Chairman

The Nemours Foundation

/s/ William T. Thompson, III

William T. Thompson, III
Chairman