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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 8)***

ST. JOE COMPANY
(Name of Issuer)

Common Stock
(Title of Class of Securities)

790148100
(CUSIP Number)

Bruce R. Berkowitz
c/o Fairholme Capital Management, L.L.C.
4400 Biscayne Boulevard, 9th Floor
Miami, FL 33137
(305) 358-3000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with copies to:

Andrew G. Dietderich, Esq.
Janet T. Geldzahler, Esq.
Sullivan & Cromwell LLP
125 Broad Street, New York, New York 10004
212-558-4000

February 25, 2011
(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 Sections 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 Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting 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, as amended ("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).

CUSIP No. 790148100

1 Name of Reporting Person

Fairholme Capital Management, L.L.C.

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

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7 Sole Voting Power

—0—

8 Shared Voting Power

24,704,702

9 Sole Dispositive Power

—0—

10 Shared Dispositive Power

26,732,036

11 Aggregate Amount Beneficially Owned by Each Reporting Person

26,732,036

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

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

28.86%

14 Type of Reporting Person (See Instructions)

IA

CUSIP No. 790148100

1 Name of Reporting Person

Bruce R. Berkowitz

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

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States of America

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7 Sole Voting Power

—0—

8 Shared Voting Power

24,704,702

9 Sole Dispositive Power

—0—

10 Shared Dispositive Power

26,732,036

11 Aggregate Amount Beneficially Owned by Each Reporting Person

26,732,036

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

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

28.86%

14 Type of Reporting Person (See Instructions)

IN, HC

CUSIP No. 790148100

1 Names of Reporting Person

Fairholme Funds, Inc.

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

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Maryland

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7 Sole Voting Power

—0—

8 Shared Voting Power

23,136,502

9 Sole Dispositive Power

—0—

10 Shared Dispositive Power

23,136,502

11 Aggregate Amount Beneficially Owned by Each Reporting Person

23,136,502

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

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

24.98%

14 Type of Reporting Person (See Instructions)

IV

Item 1. Security and Issuer.

This amendment to Schedule 13D (the "Amendment") amends and supplements the statement on Schedule 13D (the "Original Schedule 13D," as amended and supplemented, the "Schedule 13D"), filed on October 14, 2010, by Fairholme Capital Management, L.L.C., a Delaware limited liability company, ("Fairholme"), Fairholme Funds, Inc., a Maryland investment company (the "Fund"), and Bruce R. Berkowitz, a United States citizen (collectively with Fairholme and the Fund, the "Reporting Persons"), relating to the common stock, no par value (the "Common Stock"), of The St. Joe Company (the "Issuer"). The principal executive offices of the Issuer are located at: 133 South WaterSound Parkway WaterSound, Florida 32413.

Capitalized terms not defined in this Amendment shall have the meaning ascribed to them in the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented with the following:

The Reporting Persons had discussions with Hugh M. Durden, Chairman of the board of directors of the Issuer (the "Board"), concerning the composition of the Board and the management of the Issuer and reached an understanding on the advisability of changes to the Board and the replacement of the Chief Executive Officer. On February 25, 2011, the Issuer informed the Reporting Persons that (i) Michael L. Ainslie, John S. Lord and Walter L. Revell, each a member of the current Board, had resigned, effective on the earlier of the filing of the Issuer's Annual Report on Form 10-K or on midnight, Eastern Time, March 3, 2011 (the "Effective Date"), (ii) Wm. Britton Greene had resigned from the Board, effective immediately, (iii) the Board appointed Bruce R. Berkowitz, Governor Charles J. Crist, Charles M. Fernandez, and Howard S. Frank, the candidates previously suggested by the Fund, on behalf of its series The Fairholme Fund, to the new Board, effective as of the Effective Date, and (iv) Mr. Greene had resigned from his positions as Chief Executive Officer and President of the Issuer, effective as of the Effective Date, upon terms agreed to between the Issuer and Mr. Greene on or about February 25, 2011.

The Reporting Persons did not approve the economic terms of Mr. Greene's resignation or any agreement that the Issuer entered into with Mr. Greene or any other person prior to the Effective Date in connection with these changes.

In connection with the events described above, the Reporting Persons no longer intend to solicit written consents and/or proxies to effect further changes to the Board.

Item 5. Interest in Securities of Issuer.

(a-e) As of the date hereof, Fairholme may be deemed to be the beneficial owner of 26,732,036 Shares (28.86%) of the Issuer, the Fund may be deemed to be the beneficial owner of 23,136,502 Shares (24.98%) of the Issuer and Bruce R. Berkowitz may be deemed to be the beneficial owner of 26,732,036 Shares (28.86%) of the Issuer, based upon the 92,624,703 Shares outstanding as of October 28, 2010, according to the Issuer.

Fairholme has the sole power to vote or direct the vote of 0 Shares, the Fund has the sole power to vote or direct the vote of 0 Shares and Bruce R. Berkowitz has the sole power to vote or direct the vote of 0 Shares to which this filing relates. Fairholme has the shared power to vote or direct the vote of 24,704,702 Shares, the Fund has the shared power to vote or direct the vote of 23,136,502 Shares and Bruce R. Berkowitz has the shared power to vote or direct the vote of 24,704,702 Shares to which this filing relates.

Fairholme has the sole power to dispose or direct the disposition of 0 Shares, the Fund has the sole power to dispose or direct the disposition of 0 Shares and Bruce R. Berkowitz has the sole power to dispose or direct the disposition of 0 Shares to which this filing relates. Fairholme has the shared power to dispose or direct the disposition of 26,732,036 Shares, the Fund has the shared power to dispose or direct the disposition of 23,136,502 Shares and Bruce R. Berkowitz has the shared power to dispose or direct the disposition of 26,732,036 Shares to which this filing relates.

The transactions effected in the Shares since the Schedule 13D/A filed by the Reporting Persons on January 12, 2011 are set forth in Exhibit B.

The Reporting Persons specifically disclaim beneficial ownership in the Shares reported herein except to the extent of their pecuniary interest therein.

Item 7. Material to be Filed as Exhibits.

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- Exhibit 99.1 A description of the transactions in the Shares that were effected by the Reporting Persons since the Schedule 13D/A filed by the Reporting Persons on February 22, 2011
- Exhibit 99.2 Joint Filing Statement

SIGNATURES

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.

Date: February 28, 2011

FAIRHOLME CAPITAL MANAGEMENT, L.L.C.

By: /s/ Bruce R. Berkowitz
Bruce R. Berkowitz

FAIRHOLME FUNDS, INC.

By: /s/ Bruce R. Berkowitz
Bruce R. Berkowitz

/s/ Bruce R. Berkowitz

BRUCE R. BERKOWITZ

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

EXHIBIT INDEX

- Exhibit 99.1 A description of the transactions in the Shares that were effected by the Reporting Persons since the Schedule 13D/A filed by the Reporting Persons on February 22, 2011
- Exhibit 99.2 Joint Filing Statement

<u>Transaction</u>	<u>Date</u>	<u>Shares</u>	<u>Price</u>
Transactions in Accounts Managed by Fairholme Capital Management, L.L.C.			
(1)	2/28/2011	200	(1)

(1) These shares were held in an account managed by Fairholme Capital Management, L.L.C. pursuant to an investment management agreement that was terminated. Accordingly, Fairholme Capital Management, L.L.C. and Bruce R. Berkowitz are no longer deemed to be beneficial owners of such securities.

AGREEMENT

The undersigned agree that this Schedule 13D/A dated February 28, 2011 relating to the Common Stock of The St. Joe Company shall be filed on behalf of the undersigned.

Date: February 28, 2011

FAIRHOLME CAPITAL MANAGEMENT, L.L.C.

By: /s/ Bruce R. Berkowitz
Bruce R. Berkowitz

FAIRHOLME FUNDS, INC.

By: /s/ Bruce R. Berkowitz
Bruce R. Berkowitz

/s/ Bruce R. Berkowitz

BRUCE R. BERKOWITZ