

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

THE ST. JOE COMPANY

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Florida

(State of incorporation or organization)

59-0432511

(IRS Employer
Identification No.)

133 South WaterSound Parkway, WaterSound, FL

(Address of principal executive offices)

32413

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on
which each class is to be registered

Common Stock Purchase Rights

New York Stock Exchange

If this form relates to the registration of a Class of securities pursuant
to Section 12(b) of the Exchange Act and is effective pursuant to
General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant
to Section 12(g) of the Exchange Act and is effective pursuant to
General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: _____
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

None

(Title of Class)

Item 1. Description of Registrant’s Securities to be Registered.

On March 4, 2011, the Board of Directors (the “Board”) of The St. Joe Company (the “Company”) authorized and adopted Amendment No. 1, dated as of March 4, 2011 (“Amendment No. 1”), to the Shareholder Protection Rights Agreement, dated as of February 15, 2011 (the “Shareholder Rights Agreement”). Amendment No. 1 amends the definition of “Expiration Date” under the Shareholder Rights Agreement to mean March 4, 2011. Accordingly, the rights (the “Rights”) which were previously dividended to holders of record of Common Stock of the Company as of the close of business on February 28, 2011 expired upon the expiration of the Rights Agreement and no person has any rights pursuant to the Rights Agreement or the Rights.

The above summary is not intended to be complete and is qualified in its entirety by reference to the complete text of Amendment No. 1, a copy of which is filed as Exhibit 4.2 hereto and is incorporated by reference herein.

Item 2. Exhibits.

Item 2 is hereby amended and supplemented by adding the following exhibits:

<u>Exhibit No.</u>	<u>Description</u>
4.2	Amendment No. 1, dated as of March 4, 2011, to the Shareholder Protection Rights Agreement, dated as of February 15, 2011.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE ST. JOE COMPANY

By /s/ Reece B. Alford

Name: Reece B. Alford

Title: Senior Vice President, Corporate Counsel
and Secretary

Date: March 4, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.2	Amendment No. 1, dated as of March 4, 2011, to the Shareholder Protection Rights Agreement, dated as of February 15, 2011.

AMENDMENT NO. 1

dated as of
March 4, 2011

to

SHAREHOLDER PROTECTION RIGHTS AGREEMENT

between

THE ST. JOE COMPANY

and

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC,
as Rights Agent

AMENDMENT NO. 1
to
SHAREHOLDER PROTECTION RIGHTS AGREEMENT

Amendment No. 1, dated as of March 4, 2011, (this "Amendment") to the SHAREHOLDER PROTECTION RIGHTS AGREEMENT, dated as of February 15, 2011, between The St. Joe Company, a Florida corporation (the "Company"), and American Stock Transfer & Trust Company, LLC, a New York limited liability trust company, as Rights Agent (the "Rights Agent").

WITNESSETH:

WHEREAS, pursuant to Section 5.5 of the Agreement, the Company and the Rights Agent may amend the Agreement in any respect without the approval of any holders of Rights prior to the Flip-In Date (as defined in the Agreement);

WHEREAS, the Flip-In Date has not occurred;

NOW THEREFORE, in consideration of the premises, the parties hereby agree to amend the definition of Expiration Date as follows:

"Expiration Date" shall mean March 4, 2011.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

THE ST. JOE COMPANY

By: /s/ Bruce R. Berkowitz

Name: Bruce R. Berkowitz

Title: Chairman of the Board

AMERICAN STOCK TRANSFER & TRUST
COMPANY, LLC

By: /s/ Karishma P. Kadian

Name: Karishma P. Kadian

Title: Counsel