Frampton Harry H III Form 4 January 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** Frampton Harry H III			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Last) 245 RIVER	(First) SIDE AVENUE	(Middle)	ST JOE CO [JOE] 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify				
500 (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
JACKSONV (City)	VILLE, FL 3220 (State)	(Zip)	T-1-1	. I. N D		G	•4•	Form filed by M Person	More than One Re	porting
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	te 2A. Dee Execution		3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ties Adisposed 4 and (A) or	cquired d of (D)	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
Common Stock	01/03/2006			A	229	A	\$ 67.99	1,606	D	
Common								5,000	Ι	By wife.

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	*	Title Num	Number		
						LACICISAUIC			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Frampton Harry H III 245 RIVERSIDE AVENUE SUITE 500 JACKSONVILLE, FL 32202	X					

Signatures

/s/ Reece B. Alford, by power of attorney 01/04/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2