

ST JOE CO

Form 4

December 12, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
REGAN MICHAEL N

(Last) (First) (Middle)

245 RIVERSIDE AVENUE, SUITE
500

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ST JOE CO [JOE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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 Stock	12/08/2006		M		15,000	A	\$ 32.65	37,909	D
Common Stock	12/08/2006		M		5,289	A	\$ 29	43,198	D
Common Stock	12/08/2006		S		2,000	D	\$ 55.36	41,198	D
Common Stock	12/08/2006		S		289	D	\$ 55.28	40,909	D
Common Stock	12/08/2006		S		100	D	\$ 55.25	40,809	D

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Common Stock	12/08/2006	S	2,000	D	\$ 55.22	38,809	D	
Common Stock	12/08/2006	S	2,209	D	\$ 55.2	36,600	D	
Common Stock	12/08/2006	S	1,270	D	\$ 55.1863	35,330	D	
Common Stock	12/08/2006	S	691	D	\$ 55.17	34,639	D	
Common Stock	12/08/2006	S	2,000	D	\$ 55.1	32,639	D	
Common Stock	12/08/2006	S	2,000	D	\$ 55.0775	30,639	D	
Common Stock	12/08/2006	S	2,730	D	\$ 55.05	27,909	D	
Common Stock	12/08/2006	S	2,000	D	\$ 55.03	25,909	D	
Common Stock	12/08/2006	S	2,000	D	\$ 55	23,909	D	
Common Stock	12/08/2006	S	1,000	D	\$ 54.98	22,909	D	
Common Stock	12/09/2006	F	1,458	D	\$ 55.15	21,451	D	
Common Stock						1,449.642	I	By 401(k) Plan

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares

Stock Option (right to buy)	\$ 32.65	12/08/2006	M	15,000	<u>(1)</u>	08/18/2013	Common	15,000
Stock Option (right to buy)	\$ 29	12/08/2006	M	5,289	<u>(2)</u>	08/19/2012	Common	5,289

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REGAN MICHAEL N 245 RIVERSIDE AVENUE SUITE 500 JACKSONVILLE, FL 32202			Chief Financial Officer	

Signatures

/s/ Michael N.
Regan 12/12/2006

__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).
- (1) 15,000 options vested in three equal annual installments commencing on August 18, 2004, and the remaining 5,000 options vest on August 18, 2007.
- (2) 289 of the options vested on August 19, 2005, and 5,000 of the options vested on August 19, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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