

ST JOE CO  
Form 10-Q/A  
August 09, 2004

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2004

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from            to

..

Commission file number 1-10466

The St. Joe Company  
(Exact name of registrant as specified in its charter)

Florida  
(State or other jurisdiction of  
incorporation or organization)

59-0432511  
(I.R.S. Employer  
Identification No.)

Suite 500, 245 Riverside Avenue, Jacksonville, Florida  
(Address of principal executive offices)

32202  
(Zip Code)

(904) 301-4200  
(Registrant's telephone number, including area code)

None.  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

YES X NO

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

As of July 30, 2004, there were 102,594,860 shares of common stock, no par value, issued and 76,196,929 outstanding, with 26,397,931 shares of treasury stock.

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SECTION 906 CERTIFICATION CFO

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The Company's Annual Meeting of Shareholders was held on May 18, 2004. At the Meeting, a Board of Directors consisting of nine members was elected, an amendment to our articles of incorporation eliminating preemptive rights was approved and the appointment of KPMG LLP as the Company's independent auditors for the 2004 fiscal year was ratified.

The number of votes cast for, against or withheld, as well as the number of abstentions, for each matter is set forth below. Abstentions and broker non-votes are not counted as votes for or against any proposal.

## 1. Election of Directors:

Name of Nominee	Votes For	Votes Withheld
Michael L. Ainslie	67,172,788	1,311,461
Hugh M. Durden	67,192,661	1,291,588
Adam W. Herbert	67,800,926	683,323
Delores Kesler	67,809,053	675,196
John S. Lord	63,096,774	5,387,475
Walter L. Revell	67,688,642	795,607
Peter S. Rummell	67,705,037	779,212
Winfred L. Thornton	62,566,263	5,917,986
William H. Walton, III	67,760,354	723,895

## 2. Amendment of the articles of incorporation to eliminate preemptive rights:

For	Against	Abstain	Broker Non-Vote
45,314,419	9,807,445	104,128	13,258,257

## 3. Ratification of KPMG LLP to serve as the Company's independent auditors for the 2004 fiscal year:

For	Against	Abstain
68,204,067	232,346	47,836

**Item 6. Exhibits and Reports on Form 8-K**

- (a) Exhibits
- 31.1 Certification by Chief Executive Officer.
  - 31.2 Certification by Chief Financial Officer.
  - 32.1 Certification by Chief Executive Officer.
  - 32.2 Certification by Chief Financial Officer.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE ST. JOE COMPANY

Date: August 9, 2004

/s/ Kevin M. Twomey

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Kevin M. Twomey  
President, Chief Operating Officer, and  
Chief Financial Officer

Date: August 9, 2004

/s/ Michael N. Regan

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Michael N. Regan  
Senior Vice President Finance and Planning  
(Principal Accounting Officer)