REGAN MICHAEL N

Form 5

February 14, 2006

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

Washington, D.C. 20549

Expires: 2005 Estimated average burden hours per response... 1.0

January 31,

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person ** REGAN MICHAEL N		Symbol	2. Issuer Name and Ticker or Trading Symbol ST JOE CO [JOE]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Monti			statement for Issuer's Fiscal Year Ended onth/Day/Year) 231/2005				Chec Director _X Officer (give elow)	Owner er (specify			
	SUITE 500						Senior	Vice Presiden	t		
	(Street)		endment, Date onth/Day/Year)	Original		6	. Individual or Jo	int/Group Repo	orting		
		`	•				(checl	applicable line)			
JACKSON	VILLE, FL 32	202				_	X_ Form Filed by 0 Form Filed by Merson	One Reporting Pe More than One Re			
(City)	(State)	(Zip) Tal	ole I - Non-Der	ivative Se	curitie	es Acqui	red, Disposed of	, or Beneficial	ly 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) (A) or			5. Amount of Securities Ownership Beneficially Form: Direct Owned at end of Issuer's Indirect (I) Fiscal Year (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Amount	(D)	Price	4)				
Common Stock	12/09/2005	Â	F4	1,458	D	\$ 66.94	18,704	D	Â		
Common Stock	Â	Â	Â	Â	Â	Â	1,334	I	By 401(k) Plan		
	port on a separate line ficially owned directly		contained i	in this for	m are	e not re	ection of infor quired to respo	ond unless	SEC 227 (9-02		

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A 4	
									Amount	
						Date	Expiration	m	or	
					Date	ate 11tle Numb				
									of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address			1101HU10110111ps	
	Director	10% Owner	Officer	Other

REGAN MICHAEL N 245 RIVERSIDE AVENUE SUITE 500

Â Â Senior Vice President Â

Relationships

JACKSONVILLE, FLÂ 32202

Signatures

/s/ Michael N. 02/14/2006 Regan

**Signature of Date
Reporting Person

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 provided 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.

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