

LORD JOHN S

Form 4

December 28, 2009

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 *
LORD JOHN S

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
245 RIVERSIDE AVENUE, SUITE
500

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

JACKSONVILLE, FL 32202

(City) (State) (Zip)

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/23/2009		M		5,849	A	\$ 20.03	25,931 D
Common Stock	12/23/2009		S		249	D	\$ 30.02	25,682 D
Common Stock	12/23/2009		S		300	D	\$ 30.025	25,382 D
Common Stock	12/23/2009		S		400	D	\$ 30.03	24,982 D
Common Stock	12/23/2009		S		300	D	\$ 30.04	24,682 D

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Common Stock	12/23/2009	S	400	D	\$ 30.05	24,282	D
Common Stock	12/23/2009	S	1,100	D	\$ 30.06	23,182	D
Common Stock	12/23/2009	S	1,100	D	\$ 30.07	22,082	D
Common Stock	12/23/2009	S	500	D	\$ 30.08	21,582	D
Common Stock	12/23/2009	S	1,500	D	\$ 30.09	20,082	D

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 (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
Employee Stock Option	\$ 20.03	12/23/2009		M	5,849	<u>(1)</u> 05/08/2010	Common Stock	5,849

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORD JOHN S 245 RIVERSIDE AVENUE SUITE 500 JACKSONVILLE, FL 32202	X			

Signatures

/s/ Reece B. Alford, by power of
attorney

12/28/2009

__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) All options have been exercisable since May 8, 2003.

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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