

ST JOE CO  
Form 8-K  
September 24, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 20, 2004

The St. Joe Company

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction  
of incorporation)

1-10466

(Commission  
File Number)

59-0432511

(I.R.S. Employer  
Identification No.)

245 Riverside Avenue, Suite 500, Jacksonville, FL

(Address of principal executive offices)

32202

(Zip Code)

Registrant's telephone number, including area code

904-301-4200

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 9.01. Financial Statements and Exhibits.**

c. Exhibits.

The exhibit listed below relates to the Registration Statement No. 333-116017 on Form S-3 of The St. Joe Company and is filed herewith for incorporation by reference in such Registration Statement.

1.1 Underwriting Agreement dated as of September 20, 2004 among The St. Joe Company, The Alfred I duPont Testamentary Trust and Morgan Stanley & Co. Incorporated.

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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 hereunto duly authorized.

The St. Joe Company  
(Registrant)

*September 24, 2004*

By: */s/ Christine M. Marx*

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*Name: /s/ Christine M. Marx*  
*Title: General Counsel and Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
EX-1	Underwriting Agreement dated as of September 20, 2004 among The St. Joe Company, The Alfred I duPont Testamentary Trust and Morgan Stanley & Co. Incorporated