

ST JOE CO  
Form POS AM  
March 26, 2008

As filed with the Securities and Exchange Commission on March 26, 2008

Registration No. 333-149371

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

**Post-Effective Amendment No. 1  
to  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**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.)

**245 Riverside Avenue, Suite 500**

**Jacksonville, Florida 32202**

**(904) 301-4200**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Christine M. Marx**

**The St. Joe Company**

**245 Riverside Avenue, Suite 500**

**Jacksonville, Florida 32202**

**(904) 301-4450**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Donald C. Walkovik**

**Sullivan & Cromwell LLP**

**125 Broad Street**

**New York, New York 10005**

The Registrant recently offered securities pursuant to this shelf registration statement and filed a prospectus supplement, dated February 26, 2008, relating to these securities. The Registrant does not intend to offer any additional securities hereunder in the foreseeable future. As a result, the Registrant hereby terminates this Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on the 26th day of March, 2008.

THE ST. JOE COMPANY

By: /s/ William S. McCalmont  
Name: William S. McCalmont  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities indicated as of March 26, 2008:

**Signature**

**Title**

2

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<b>Signature</b>		<b>Title</b>
*		Director
Harry H. Frampton, III		
*		Director
Dr. Adam W. Herbert, Jr.		
*		Director
Delores M. Kesler		
*		Director
John S. Lord		
*		Director
Walter L. Revell		
*		Director
William H. Walton, III		

**\*By:** /s/ William S. McCalmont  
William S. McCalmont  
Attorney-in-Fact