

ST JOE CO
Form 8-K
May 23, 2011

**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) May 17, 2011

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
**(IRS Employer
Identification No.)**

133 South WaterSound Parkway
WaterSound, Florida
(Address of Principal Executive Offices)

32413
(Zip Code)

(850) 588-2300
(Registrant's telephone number, including area code)
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))
-

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 17, 2011, The St. Joe Company (the Company) held its 2011 Annual Meeting of Shareholders. At the 2011 Annual Meeting of Shareholders, the shareholders voted on (i) the election of eight director nominees (Proposal 1), (ii) the approval, on an advisory (non-binding) basis, of the Company's executive compensation programs and policies as described in the Company's 2011 Proxy Statement (Proposal 2), (iii) the approval, on an advisory (non-binding) basis, of the frequency of future votes on executive compensation (Proposal 3), and (iv) the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2011 fiscal year (Proposal 4). The results of the votes are set forth below.

Proposal 1

The shareholders voted in favor of the election of the following director nominees for a term of office expiring at the next Annual Meeting of Shareholders and, in each case, until his or her successor is duly elected and qualified.

| | For | Against | Abstain | Broker Non-Vote |
|-----------------------|------------|---------|---------|-----------------|
| Bruce R. Berkowitz | 74,886,459 | 188,779 | 41,940 | 11,158,060 |
| Charles J. Crist, Jr. | 74,768,309 | 303,111 | 45,758 | 11,158,060 |
| Hugh M. Durden | 74,609,611 | 458,633 | 48,934 | 11,158,060 |
| Thomas A. Fanning | 74,201,928 | 867,858 | 47,392 | 11,158,060 |
| Charles M. Fernandez | 74,863,847 | 205,524 | 47,807 | 11,158,060 |
| Howard S. Frank | 74,853,951 | 217,117 | 46,110 | 11,158,060 |
| Delores M. Kesler | 74,562,360 | 504,181 | 50,637 | 11,158,060 |
| Thomas P. Murphy, Jr. | 74,841,113 | 228,966 | 47,099 | 11,158,060 |

Proposal 2

The shareholders voted in favor of approving, on an advisory (non-binding) basis, the Company's executive compensation programs and policies as described in the Company's 2011 Proxy Statement.

| For | Against | Abstain | Broker Non-Vote |
|------------|------------|-----------|-----------------|
| 24,755,105 | 16,954,785 | 7,101,964 | 37,442,331 |

Proposal 3

The shareholders voted in favor of approving, on an advisory (non-binding) basis, a frequency of every year for a shareholder vote on executive compensation.

| One Year | Two Years | Three Years | Abstain | Broker Non-Vote |
|------------|-----------|-------------|-----------|-----------------|
| 60,207,240 | 160,455 | 11,751,420 | 2,998,063 | 11,158,060 |

Proposal 4

The shareholders voted in favor of ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2011 fiscal year.

| For | Against | Abstain |
|------------|---------|---------|
| 85,965,663 | 232,585 | 76,990 |

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

By: /s/ Janna L. Connolly
Janna L. Connolly
Senior Vice President and
Chief Financial Officer

Date: May 23, 2011