

ST MARY LAND & EXPLORATION CO
 Form 4
 May 18, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 YORK DOUGLAS W

2. Issuer Name and Ticker or Trading Symbol
 ST MARY LAND & EXPLORATION CO [sm]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1776 LINCOLN ST, STE 700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/17/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec VP & COO

DENVER, CO 80202

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

(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 (A) 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock; \$.01 Par Value | 05/17/2005 | | M | 19,636 A | \$ 6.1875 32,132 | D | |
| Common Stock; \$.01 Par Value | 05/17/2005 | | M | 12,672 A | \$ 4.625 44,804 | D | |
| Common Stock; \$.01 Par Value | 05/17/2005 | | M | 2,836 A | \$ 8.75 47,640 | D | |

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| | | | | | | | |
|--|------------|---|----------------------|---|-------|--------|---|
| Common Stock; \$.01 Par Value | 05/17/2005 | S | <u>19,636</u> (1) | D | \$ 24 | 28,004 | D |
| Common Stock \$.01 Par Value | 05/17/2005 | S | <u>12,672</u> (2) | D | \$ 24 | 15,332 | D |
| Common Stock; \$.01 Par Value | 05/17/2005 | S | <u>2,836</u> (3) | D | \$ 24 | 12,496 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) | 8. Amount of Underlying Security | |
|---|---|---|---|---|--|--|--|--|------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Stock Option (Right-to-Buy) | \$ 6.1875 | 05/17/2005 | | M | 19,363 | 12/31/1999 12/31/2009 | Common Stock | 19,363 | |
| Stock Option (Right-to-Buy) | \$ 4.625 | 05/17/2005 | | M | 12,672 | 12/31/1998 12/31/2008 | Common Stock | 12,672 | |
| Stock Option (Right-to-Buy) | \$ 8.75 | 05/17/2005 | | M | 2,836 | 12/31/1997 12/31/2007 | Common Stock | 2,836 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YORK DOUGLAS W 1776 LINCOLN ST STE 700 | | | Exec VP & COO | |

DENVER, CO 80202

Signatures

Brenda L Schohn (
Attorney-In-Fact)

05/18/2005

__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) The sales reported in this Form 4 were affected pursuant to a Rule 10b-1 sales plan adopted by the reporting person on May 16,2005.

(2) The sales reported in this Form 4 were affected pursuant to a Rule 10b-1 sales plan adopted by the reporting person on May 16,2005.

(3) The sales reported in this Form 4 were affected pursuant to a Rule 10b-1 sales plan adopted by the reporting person on May 16,2005.

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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