

ST MARY LAND &amp; EXPLORATION CO

Form 4

March 03, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 \*  
**HELLERSTEIN MARK A**

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 STREET, SUITE  
700

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2008

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

DENVER, CO 80203

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock; \$.01<br>Par Value   | 02/28/2008                              |                                                             | M                                       | 834                                                                 | A <u>(1)</u>                                                                                                       | 116,767                                                              | D                                                                              |
| Common<br>Stock; \$.01<br>Par Value   | 02/28/2008                              |                                                             | F                                       | 248                                                                 | D \$<br>37.84                                                                                                      | 116,519                                                              | D                                                                              |
| Common<br>Stock \$.01<br>Par Value    | 02/28/2008                              |                                                             | M                                       | 12,132                                                              | A <u>(2)</u>                                                                                                       | 128,651                                                              | D                                                                              |
| Common                                | 02/28/2008                              |                                                             | F                                       | 4,808                                                               | D \$                                                                                                               | 123,843                                                              | D                                                                              |

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Stock; \$.01  
Par Value 37.84

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/28/2008                              |                                                             | M                                       |                                                                                                              | 834                                                            |     | 02/28/2008                                                          | 02/28/2008         | Common<br>Stock | 834                                 |
| Restricted<br>Stock<br>Units                        | (2)                                                                   | 02/28/2008                              |                                                             | M                                       |                                                                                                              | 12,132                                                         |     | 02/28/2008                                                          | 02/28/2008         | Common<br>Stock | 12,132                              |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships                    |
|----------------------------------------------------------------------------|----------------------------------|
|                                                                            | Director 10% Owner Officer Other |
| HELLERSTEIN MARK A<br>1776 LINCOLN STREET<br>SUITE 700<br>DENVER, CO 80203 | X                                |

## Signatures

Karin M. Writer  
(Attorney-In-Fact) 03/03/2008

\_\_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).

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- Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock units were granted on February
- (1) 28, 2007, are associated with fiscal 2006, and vest in four equal installments beginning on the grant date. The vested shares were issued to the reporting person on February 28, 2008, at which time all restrictions on the vested shares lapsed.

- Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock units were granted on February
- (2) 28, 2006, are associated with fiscal 2005, and vest in four equal installments beginning on the grant date. The vested shares were issued to the reporting person on February 28, 2008, at which time all restrictions on the vested shares lapsed.

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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