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ST MARY LAND & EXPLORATION CO

Form S-8

May 22, 2002

As filed with the Securities and Exchange Commission on May 21, 2002
 Securities Act Registration No. 333-_____
 Exchange Act File No. 000-20872

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

Form S-8

REGISTRATION STATEMENT
 UNDER THE SECURITIES ACT OF 1933

St. Mary Land & Exploration Company
 (Exact name of registrant as specified in its charter)

Delaware	41-0518430
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

1776 Lincoln Street, Suite 1100
 Denver, Colorado 80203
 (Address of Principal Executive Offices) (Zip Code)

St. Mary Land & Exploration Company
 Stock Option Plan
 and
 St. Mary Land & Exploration Company
 Incentive Stock Option Plan
 (Full title of the plans)

Mark A. Hellerstein
 President and Chief Executive Officer
 St. Mary Land & Exploration Company
 1776 Lincoln Street, Suite 1100
 Denver, Colorado 80203
 (Name and address of agent for service)

(303) 861-8140
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price
Common stock, \$.01 par value	1,000,000 shares	\$24.21 (1)	\$24,210,000

(1) Solely for the purpose of computing the registration fee in accordance with Rule 457(h), the price shown is based upon the price of \$24.21 per share, which is the average of the high and low selling prices for the registrant's common

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stock as reported on the Nasdaq National Market on May 17, 2002.
(2) Calculated under Section 6(b) of the Securities Act as .000092 of \$24,210,000.

This registration statement relates to the previously filed registration statements discussed below and is being filed under General Instruction E. of Form S-8 in order to register additional shares of the same class as other securities for which registration statements filed on this form relating to the same employee benefit plans are effective.

On June 25, 1997, the registrant filed a registration statement on Form S-8 (File No. 333-30055) to register 754,614 shares of common stock, which included 700,000 shares of common stock issuable under the St. Mary Land & Exploration Company Stock Option Plan and the St. Mary Land & Exploration Company Incentive Stock Option Plan (the "Plans"). On April 21, 2000, the registrant filed a registration statement on Form S-8 (File No. 333-35352) to register an additional 950,000 shares of common stock issuable under the Plans. The contents of those registration statements are incorporated by reference into this registration statement. Under Rule 416, those registration statements are deemed to cover an additional 1,650,000 shares of common stock, or a total of 3,300,000 shares of common stock, as a result of a two shares-for-one share forward stock split effected in the form of a stock dividend distributed in September 2000. The registrant is now filing this separate registration statement to register an additional 1,000,000 shares of common stock which as a result of amendments to the Plans may be issued thereunder.

Item 8. Exhibits.

The following exhibits are furnished as part of this registration statement:

Exhibit No.	Description
5.1	Opinion of Ballard Spahr Andrews & Ingersoll, LLP*
23.1	Consent of Arthur Andersen LLP*
23.2	Consent of Ballard Spahr Andrews & Ingersoll, LLP (included in Exhibit 5.1)*
23.3	Consent of Ryder Scott Company, L.P.*
24.1	Power of Attorney (included in signature page hereof)*
99.1	St. Mary Land & Exploration Company Stock Option Plan, as amended on March 25, 1999, January 27, 2000 and March 29, 2001*
99.2	St. Mary Land & Exploration Company Incentive Stock Option Plan, as amended on March 25, 1999, January 27, 2000 and March 29, 2001*

* Filed herewith.

Signatures

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it

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meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on May 20, 2002.

ST. MARY LAND & EXPLORATION COMPANY

By: /S/ MARK A. HELLERSTEIN

 Mark A. Hellerstein,
 President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes, constitutes and appoints Mark A. Hellerstein his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his own name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments and other amendments thereto) to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing as he could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
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/S/ THOMAS E. CONGDON ----- Thomas E. Congdon	Chairman of the Board and Director	May 14, 2002
/S/ MARK A. HELLERSTEIN ----- Mark A. Hellerstein	President, Chief Executive Officer and Director	May 20, 2002
/S/ RONALD D. BOONE ----- Ronald D. Boone	Executive Vice President, Chief Operating Officer and Director	May 13, 2002
/S/ RICHARD C. NORRIS ----- Richard C. Norris	Vice President - Finance, Secretary and Treasurer	May 13, 2002
/S/ GARRY A. WILKENING ----- Garry A. Wilkening	Vice President - Administration and Controller	May 16, 2002
-----	Director	May ____, 2002

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Larry W. Bickle

/S/ DAVID C. DUDLEY Director May 17, 2002

David C. Dudley

/S/ AREND J. SANDBULTE Director May 13, 2002

Arend J. Sandbulte

/S/ JOHN M. SEIDL Director May 16, 2002

John M. Seidl

/S/ ROBERT L. NANCE Director May 16, 2002

Robert L. Nance

/S/ JACK HUNT Director May 13, 2002

Jack Hunt

/S/ WILLIAM J. GARDINER Director May 15, 2002

William J. Gardiner