

ST MARY LAND & EXPLORATION CO
 Form 4
 May 23, 2005

FORM 4

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

OMB APPROVAL

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 Expires: January 31, 2005
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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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2005

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

1776 LINCOLN ST, STE 700

(Street)

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

DENVER, CO 80202

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock; \$.01 Par Value | 05/19/2005 | | M | | 5,828 | A | \$ 16.6562 |
| Common Stock; \$.01 Par Value | 05/19/2005 | | S | | 5,828 (1) | D | \$ 25 |
| Common Stock; \$.01 Par Value | 05/19/2005 | | M | | 11,436 | A | \$ 7.965 |
| | | | | | 23,932 | D | |

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| | | | | | | | |
|--|------------|---|----------------------|---|-----------|--------|---|
| Common Stock; \$.01 par Value | 05/19/2005 | S | <u>11,436</u> (2) | D | \$ 25 | 12,496 | D |
| Common Stock; \$.01 Par Value | 05/19/2005 | M | 11,436 | A | \$ 10.595 | 23,932 | D |
| Common Stock; \$.01 Par Value | 05/19/2005 | S | <u>11,436</u> (3) | D | \$ 25 | 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (Right-To-Buy) | \$ 16.6562 | 05/19/2005 | | M | 5,828 | 12/31/2000 12/31/2010 | Common Stock |
| Stock Option (Right-To-Buy) | \$ 7.96 | 05/19/2005 | | M | 11,436 | 09/30/2001 09/30/2011 | Common Stock |
| Stock Option (Right-To-Buy) | \$ 10.595 | 05/19/2005 | | M | 11,436 | 12/31/2001 12/31/2011 | Common Stock |

Reporting Owners

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

STE 700
DENVER, CO 80202

Signatures

Brenda L. Schohn (
Attorney-In-Fact)

05/23/2005

__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) This 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) This 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) This 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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