

ST MARY LAND & EXPLORATION CO  
 Form 4  
 March 03, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Veatch Paul M

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., SUITE 700  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/31/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP & Regional Manager

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 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 (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock; \$.01 Par Value	12/31/2007		J <sup>(1)</sup>	V 276 A \$ 31.127	4,347	D	
Common Stock; \$.01 Par Value	01/15/2008		M	600 A <u>(2)</u>	4,947	D	
Common Stock; \$.01 Par Value	01/15/2008		F	237 D \$ 36.59	4,710	D	
Common Stock; \$.01	02/28/2008		M	586 A <u>(3)</u>	5,296	D	

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Par Value							
Common Stock; \$.01 Par Value	02/28/2008	F	192	D	\$ 37.84	5,104	D
Common Stock; \$.01 Par Value	02/28/2008	M	3,343	A	(4)	8,447	D
Common Stock; \$.01 Par Value	02/28/2008	F	1,079	D	\$ 37.84	7,368	D
Common Stock; \$.01 Par Value	02/28/2008	M	1,438	A	(5)	8,806	D
Common Stock; \$.01 Par Value	02/28/2008	F	478	D	\$ 37.84	8,328	D

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	(2)	01/15/2008		M	600	01/15/2008 01/15/2008	Common Stock	600
Restricted Stock Units	(3)	02/28/2008		M	586	02/28/2008 02/28/2008	Common Stock	586
Restricted Stock Units	(4)	02/28/2008		M	3,343	02/28/2008 02/28/2008	Common Stock	3,343

Restricted Stock Units	(5)	02/28/2008	A	5,750	(5)	(5)	Common Stock	5,750
Restricted Stock Units	(5)	02/28/2008	M	1,438	02/28/2008	02/28/2008	Common Stock	1,438

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Veatch Paul M 1776 LINCOLN ST. SUITE 700 DENVER, CO 80203			Sr. VP & Regional Manager	

## 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).
- (1) Mr. Veatch purchased 276 shares of the issuer's common stock on December 31, 2007, through the issuer's Employee Stock Purchase Plan.  
Each restricted stock unit represents a contingent right to receive one share of stock. This is a special restricted stock unit grant that vests as follows: 600 shares on January 1, 2008, 900 shares on January 1, 2009, and 1,500 shares on January 1, 2010. The vested shares were issued to the reporting person on February 28, 2008, at which time all restrictions on the vested shares lapsed.
- (2) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock units were granted on February 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.
- (3) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock units were granted on February 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.
- (4) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock units were granted on February 28, 2008, are associated with fiscal 2007, 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.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.