

ST MARY LAND & EXPLORATION CO

Form 4

June 02, 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 *
PHARO MILAM RANDOLPH

(Last) (First) (Middle)
1776 LINCOLN ST., SUITE 700
(Street)

DENVER, CO 80203

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Land & Legal & Ass. Sec.
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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock; \$.01 Par Value	05/30/2008		M	23,508 A	\$ 16.6563 50,683	D	
Common Stock; \$.01 Par Value	05/30/2008		M	5,350 A	\$ 7.965 56,033	D	
Common Stock; \$.01 Par Value	05/30/2008		M	5,350 A	\$ 10.595 61,383	D	

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Common Stock; \$.01 Par Value	05/30/2008	M	5,348	A	\$ 10.855	66,731	D
Common Stock; \$.01 Par Value	05/30/2008	M	5,348	A	\$ 12.03	72,079	D
Common Stock; \$.01 Par Value	05/30/2008	M	4,844	A	\$ 11.95	76,923	D
Common Stock; \$.01 Par Value	05/30/2008	M	4,846	A	\$ 12.5	81,769	D
Common Stock; \$.01 Par Value	05/30/2008	M	4,844	A	\$ 12.525	86,613	D
Common Stock; \$.01 Par Value	05/30/2008	M	4,844	A	\$ 13.65	91,457	D
Common Stock; \$.01 Par Value	05/30/2008	M	4,382	A	\$ 13.39	95,839	D
Common Stock; \$.01 Par Value	05/30/2008	M	4,382	A	\$ 14.25	100,221	D
Common Stock; \$.01 Par Value	05/30/2008	S	73,046	D	\$ 50	27,175	D

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)

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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)	8. D S (1)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 16.6563	05/30/2008		M		23,508	(1) 12/31/2010	Common Stock	23,508
Stock Option (Right To Buy)	\$ 7.965	05/30/2008		M		5,350	(2) 09/30/2011	Common Stock	5,350
Stock Option (Right To Buy)	\$ 10.595	05/30/2008		M		5,350	(3) 12/31/2011	Common Stock	5,350
Stock Option (Right To Buy)	\$ 10.855	05/30/2008		M		5,348	(4) 03/31/2012	Common Stock	5,348
Stock Option (Right To Buy)	\$ 12.03	05/30/2008		M		5,348	(5) 06/30/2012	Common Stock	5,348
Stock Option (Right To Buy)	\$ 11.95	05/30/2008		M		4,844	(6) 09/30/2012	Common Stock	4,844
Stock Option (Right To Buy)	\$ 12.5	05/30/2008		M		4,846	(7) 12/31/2012	Common Stock	4,846
Stock Option (Right To Buy)	\$ 12.525	05/30/2008		M		4,844	(8) 03/31/2013	Common Stock	4,844
Stock Option (Right To Buy)	\$ 13.65	06/30/2013		M		4,844	(9) 06/30/2013	Common Stock	4,844

Stock Option (Right To Buy)	\$ 13.39	05/30/2008	M	4,382	<u>(10)</u>	10/22/2013	Common Stock	4,382
Stock Option (Right To Buy)	\$ 14.25	05/30/2008	M	4,382	<u>(11)</u>	12/31/2013	Common Stock	4,382

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHARO MILAM RANDOLPH 1776 LINCOLN ST. SUITE 700 DENVER, CO 80203			VP-Land & Legal & Ass. Sec.	

Signatures

Karin M. Writer
(Attorney-In-fact)

06/02/2008

__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) The option vested in four equal installments on December 31, 2000, 2001, 2002, and 2003.
- (2) The option vested in four equal installments on September 30, 2001, 2002, 2003 and 2004.
- (3) The total option grant vested as follows: 1,338 shares on December 31, 2001, 1,338 shares on September 30, 2002, 1,337 shares on September 30, 2003, and 1,337 shares on September 30, 2004
- (4) The total option grant vested as follows: 1,337 shares on March 31, 2002, 1,337 shares on September 30, 2002, 1,337 shares on September 30, 2003, and 1,337 shares on September 30, 2004.
- (5) The total option grant vested as follows: 1,337 shares on June 30, 2002, 1,337 shares on September 30, 2002, 1,337 shares on September 30, 2003, and 1,337 shares on September 30, 2004.
- (6) The option vested in four equal installments on September 30, 2002, 2003, 2004, and 2005.
- (7) The total option grant vested as follows: 1,212 shares on December 31, 2002, 1,212 shares on September 30, 2003, 1,211 shares on September 30, 2004, and 1,211 shares on September 30, 2005.
- (8) The total option grant vested as follows: 1,211 shares on March 31, 2003, 1,211 shares on September 30, 2003, 1,211 shares on September 30, 2004, and 1,211 shares on September 30, 2005.
- (9) The total option grant vested as follows: 1,211 shares on June 30, 2003, 1,211 shares on September 30, 2003, 1,211 shares on September 30, 2004, and 1,211 shares on September 30, 2005,
- (10) The total option grant vested as follows: 1,096 shares on October 22, 2003, 1,096 shares on September 30, 2004, 1,095 shares on September 30, 2005, and 1,095 shares on September 30, 2006.
- (11) The total option grant vested as follows: 1,096 shares on December 31, 2003, 1,096 shares on September 30, 2004, 1,095 shares on September 30, 2005, and 1,095 shares on September 30, 2006.

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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