ST MARY LAND & EXPLORATION CO
Form 3
August 18, 2008

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â Knott Kenneth J.
(Last) (First) (Middle)

1776 LINCOLN STREET,Â SUITE 700
(Street)

DENVER,Â COÂ 80203
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/07/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP- Bus Dev & Land & Ass Sec

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,061	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right-To-Buy)	Â (1)	09/30/2013	Common Stock	2,364	$ 12.66	D	Â
Stock Option (Right-To-Buy)	Â (2)	10/22/2013	Common Stock	442	$ 13.39	D	Â
Stock Option (Right-To-Buy)	Â (3)	12/31/2013	Common Stock	2,806	$ 14.25	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	582	$ (4)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	2,226	$ (4)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	490	$ (4)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	565	$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knott Kenneth J. 1776 LINCOLN STREET SUITE 700 DENVER,Â COÂ 80203	Â	Â	Â VP- Bus Dev & Land & Ass Sec	Â

Signatures

Karin M. Writer (Attorney-In-Fact)	08/13/2008
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 vests in four equal annual installments beginning on September 30, 2003.

(2) The option vests as follows: 111 shares on October 22, 2003, and the remainder in three subsequent equal annual installments beginning on September 30, 2004.

(3) The option vests as follows: 702 shares on December 31, 2003, and the remainder in three subsequent equal annual installments beginning on September 30, 2004.

(4) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

(5) The restricted stock units vest in four equal annual installments beginning on February 28, 2008. The vested shares will be issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse.

(6) The restricted stock units vest in three equal annual installments beginning on December 15, 2008. The vested shares will be issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse.

(7) The restricted stock units vest in four equal annual installments beginning on February 28, 2007. The vested shares will be issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse.

(8) The restricted stock units vest in four equal annual installments beginning on February 28, 2006. The vested shares will be issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse.

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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