

ST MARY LAND & EXPLORATION CO  
 Form 4  
 March 02, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Newton Lehman E III

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)  
 1775 SHERMAN STREET, SUITE 1200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/31/2009

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

DENVER, CO 80203

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                                       |
| Common Stock; \$.01 Par Value   | 12/31/2009                           |                                                    | J <sup>(1)</sup>               | A                                                                 | \$ 17.978                                                                                     | 5,936                                                    | D                                                     |
| Common Stock; \$.01 Par Value   | 02/28/2010                           |                                                    | M                              | A                                                                 | <u>(2)</u>                                                                                    | 6,323                                                    | D                                                     |
| Common Stock; \$.01 Par Value   | 02/28/2010                           |                                                    | F                              | D                                                                 | \$ 32.58                                                                                      | 6,196                                                    | D                                                     |
| Common Stock; \$.01 Par Value   | 02/28/2010                           |                                                    | M                              | A                                                                 | <u>(3)</u>                                                                                    | 6,745                                                    | D                                                     |

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Stock; \$.01  
Par Value

Common

Stock; \$.01 02/28/2010 F 180 D \$ 32.58 6,565 D  
Par Value

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | (2)                                                    | 02/28/2010                           |                                                    | M                              | 387                                                                                     | 02/28/2010 02/28/2010                                    | Common Stock                                                  | 387                           |
| Restricted Stock Units                     | (3)                                                    | 02/28/2010                           |                                                    | M                              | 549                                                                                     | 02/28/2010 02/28/2010                                    | Common Stock                                                  | 549                           |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |                     |       |
|------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                              | Director      | 10% Owner | Officer             | Other |
| Newton Lehman E III<br>1775 SHERMAN STREET<br>SUITE 1200<br>DENVER, CO 80203 |               |           | VP-Regional Manager |       |

## Signatures

Karin M. Writer  
(Attorney-In-Fact)

03/02/2010

\_\_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. Newton purchased 288 shares of the issuer's common stock on December 31, 2009, through the issuer's Employee Stock Purchase Plan.  
  
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 year 2007, and vest in four equal installments beginning on the grant date. On the vesting dates, shares are issued to the reporting person, at which time all restrictions on the vested shares will lapse.
- (3) 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 year 2006, and vest in four equal installments beginning on the grant date. On the vesting dates, shares are issued to the reporting person, 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. 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.