

ST MARY LAND & EXPLORATION CO
 Form 5/A
 May 18, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 YORK DOUGLAS W

(Last) (First) (Middle)
 1776 LINCOLN ST, STE 700
 (Street)

DENVER, CO 80202

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/15/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|--|--|---|
| Common Stock; \$.01 Par Value | 06/30/2002 | ^ | M | 216 ⁽¹⁾ | A | \$ 18.0115 | 4,789 ⁽²⁾ | D | ^ |
| Common Stoci; \$.01 Par Value | 12/31/2002 | ^ | M | 205 ⁽³⁾ | A | \$ 20.451 | 4,994 | D | ^ |
| Commom Stock; \$.01 | 06/30/2003 | ^ | M | 206 ⁽⁴⁾ | A | \$ 21.2925 | 4,994 | D | ^ |

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The 205 shares of common stock were purchased through the issuer's Employee Stock Purchase Plan and were inadvertently omitted at the time of purchase.

- (4) The 206 shares of common stock were purchased through the issuer's Employee Stock Purchase Plan and were inadvertently omitted at the time of purchase.
- (5) The 256 shares of common stock were purchased through the issuer's Employee Stock Purchase Plan and were inadvertently omitted at the time of purchase.
- (6) This total includes the 455 & 337 share acquired through the Employee Stock Purchase Plan and correctly filed on the Form 5 which this is amending.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.