#### HELLERSTEIN MARK A

Form 4/A March 17, 2005

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).

(Middle)

#### **OMB APPROVAL**

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* HELLERSTEIN MARK A

2. Issuer Name and Ticker or Trading Symbol

Issuer

ST MARY LAND &

EXPLORATION CO [SM]

(Check all applicable)

(First)

(Street)

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

03/15/2005

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below) below)

5. Relationship of Reporting Person(s) to

1776 LINCOLN ST, STE 700

4. If Amendment, Date Original

Filed(Month/Day/Year) 03/17/2005

6. Individual or Joint/Group Filing(Check

Chairman, President & CEO

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

DENVER, CO 80202

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	]	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	(1)	03/15/2005		A		3,950		(2)	(2)	Common Stock; \$.01 Par Value	3,950	\$

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HELLERSTEIN MARK A 1776 LINCOLN ST

STE 700 X Chairman, President & CEO

DENVER, CO 80202

### **Signatures**

James C. Robertson (Attorney-In-Fact)

03/17/2005

\*\*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) Each restricted unit repesents the contigent right to receive one share of SM common stock.
- (2) The restricted stock units vest in four equal installments beginning March 15, 2005. Vested shares will be issued to the reporting person on March 15, 2008, at which time all restrictions lapse.
- (3) This amendment is being filed because I put the wrong date "3/15/2004" in Item #3 on Page 1. The date should be "3/15/2005". That is the only correction.

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.

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