

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
May 22, 2006 (May 18, 2006)

St. Mary Land & Exploration Company
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31539
(Commission
File Number)

41-0518430
(I.R.S. Employer
Identification No.)

1776 Lincoln Street, Suite 700, Denver, Colorado 80203
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (303) 861-8140

Not applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On May 18, 2006, the Board of Directors (the "Board") of St. Mary Land & Exploration Company (the "Company"), upon the review and recommendation by the Compensation Committee of the Board, approved an amendment to the standard compensation arrangements for the Non-employee members of the Board with respect to the payment of their annual stock-based compensation for Board service. A summary of such standard compensation arrangements, as amended, is set forth in Exhibit 10.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed as part of this report:

Exhibit 10.1 Summary of Compensation Arrangements for Non-employee Directors as amended on May 18, 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ST. MARY LAND & EXPLORATION COMPANY

Date: May 22, 2006

By: /S/ ROBERT T. HANLEY
Robert T. Hanley
Vice President - Investor Relations
And Management Reporting

**SUMMARY OF COMPENSATION ARRANGEMENTS FOR
NON-EMPLOYEE DIRECTORS**

The following is a summary of the standard compensation arrangements for the non-employee members of the Board of Directors of St. Mary Land & Exploration Company (the "Company") for 2006.

Non-employee directors will be compensated at a target level of \$160,000 in the form of restricted stock for the fiscal year related to the term of the directors' service. The number of shares underlying this restricted stock grant was determined based on the closing stock price on the date of election as a director. The resulting number of restricted shares granted was 4,346 to each non-employee director. The restricted shares will vest ratably over the term of expected service. There is a one-year holding period beyond the conclusion of the earning period. This earning period commenced with the election of the directors on May 17, 2006 and is expected to last for a period until the ensuing Annual Meeting. Annual Meetings have typically been held in late May of each year.

In addition to the stock component of the non-employee director compensation, directors are paid cash fees for attendance at board and committee meetings and committee chairpersons are paid a cash annual retainer.

A. The cash component of the compensation for non-employee directors is as follows:

1. Payment of \$750 for each Board meeting attended.
2. Directors serving on a committee are paid \$600 for each committee meeting attended and \$375 for each telephonic committee meeting.
3. Directors are reimbursed for expenses incurred in attending Board and committee meetings.

B. The committee chairs will receive the following cash payments in recognition of the additional workload of their respective committee assignments. These amounts are to be paid at the beginning of the annual service period.

1. Audit Committee - \$15,000
2. Compensation Committee - \$5,000
3. Nominating and Corporate Governance Committee - \$5,000