SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or See	ction 30(h) of	the Investment Company Act of 194	0				
1. Name and Address of Reporting Person * Hertzler Jerold M			2. Date of Event R Statement (Month/ 03/01/2007		3. Issuer Name and Ticker or Trading Symbol <u>ST MARY LAND & EXPLORATION CO</u> [SM]					
(Last) (First) (Middle) 1776 LINCOLN STREET SUITE 700 (Street)			03/01/2007		4. Relationship of Reporting Person((Check all applicable) Director X Officer (give title below) VP-Business Deve	10% Owner Other (specif below)	(M 6. Ap	5. If Amendment, Date of 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		
DENVER CO 80203			-					i orson		
(City)	(State)	(Zip)	Tabla I. Na	n Derivet	ive Securities Pereficially	Owned				
1. Title of Secu			2.	tive Securities Beneficially Owned . Amount of Securities Beneficially Owned (Instr. 4) 3. Ownershing Form: Direct Indirect (I) (I		D) or 5)				
Common Stor	ie			1,495	D					
					e Securities Beneficially O Ints, options, convertible s					
1. Title of Derivative Security (Instr. 4)			2. Date Exer Expiration D (Month/Day/	ate	3. Title and Amount of Securities Derivative Security (Instr. 4)	s Underlying	4. Conversior or Exercise	(D) or		
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)		
Restricted Sto	ock Units		(2)	(2)	Common Stock	4,118	(1)	D		
Restricted Stock Units			(3)	(3)	Common Stock	4,828	(1)	D		
Restricted Stock Units			(4)	(4)	Common Stock	1,344	(1)	D		
Restricted Stock Units			(5)	(5)	Common Stock	564	(1)	D		
Stock Option (Right-to-Buy)			(6)	12/31/2009	Common Stock	18,840	6.1875	D		
Stock Option (Right-to-Buy)			(7)	12/31/2008	Common Stock	20,736	4.625	D		
Stock Option (Right-to-Buy)			(8)	12/31/2010	Common Stock	17,012	16.6563	D		
Stock Option (Right-to-Buy)			(9)	12/31/2011	Common Stock	4,058	10.595	D		
Stock Option (Right-to-Buy)			(10)	06/30/2012	Common Stock	4,058	12.03	D		
Stock Option (Right-to-Buy)			(11)	09/30/2012	Common Stock	3,634	11.95	D		
Stock Option (Right-to-Buy)			(12)	09/30/2011	Common Stock	4,058	7.965	D		
Stock Option (Right-to-Buy)			(13)	03/31/2012	Common Stock	4,058	10.855	D		
Stock Option (Right-to-Buy)			(14)	12/31/2012	Common Stock	3,634	12.5	D		
Stock Option (Right-to-Buy)			(15)	03/31/2013	Common Stock	3,634	12.525	D		
Stock Option (Right-to-Buy)			(16)	06/30/2013	Common Stock	3,632	13.65	D		
Stock Option (Right-to-Buy)			(17)	09/30/2013	Common Stock	2,902	12.66	D		
Stock Option (Right-to-Buy)			(18)	10/22/2013	Common Stock	544	13.39	D		
			(19)	12/31/2013	Common Stock	3,082	14.25	D	1	
Stock Option	(Right-to-Buy) (Right-to-Buy)		(19)	12/31/2013	Common Stock	5,002	11.20		ļ	

Explanation of Responses:

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

2. The restricted stock units vest in four equal annual installments beginning February 28, 2006. Vested shares will be issued to the reporting person on February 28, 2009, at which time all restrictions will lapse.

3. The restricted stock units vest in four equal annual installments beginning June 30, 2004. Vested shares will be issued to the reporting person on June 30, 2007, at which time all restriction will lapse.

4. The restricted stock units vest in four equal annual installments beginning March 15, 2005. Vested shares will be issued to the reporting person on March 15, 2008, at which time all restrictions will lapse.

5. The restricted stock units vest in four equal annual installments beginning February 28, 2007. Vested shares will be issued to the reporting person on February 28, 2010, at which time all restrictions will lapse.

6. The option vests in four equal installments beginning December 31, 1999.

7. The option vests as follows: 10,368 shares on December 31, 1999, and in two subsequent equal annual installments beginning on December 31, 2000.

8. The option vests in four equal annual installments beginning December 31, 2000.

9. The option vests as follows: 1,015 shares on December 31, 2001, and in three subsequent equal annual installments beginning on September 30, 2002.

10. The option vests as follows: 1,015 shares on June 30, 2002, and in three subsequent equal annual installments beginning on September 30, 2002.

- 11. The option vests in four equal installments beginning September 30, 2002.
- 12. The option vests in four equal installments beginning September 30, 2001.
- 13. The option vests as follows: 1,015 shares on March 31, 2002, and in three subsequent equal annual installments beginning on September 30, 2002.
- 14. The option vests as follows: 909 shares on December 31, 2002, and in three subsequent equal annual installments beginning on September 30, 2003.
- 15. The option vests as follows: 909 shares on March 31, 2003, and in three subsequent equal annual installments beginning on September 30, 2003.
- 16. The option vests as follows: 908 shares on June 30, 2003, and in three subsequent equal annual installments beginning on September 30, 2003.
- 17. The option vest in four equal annual installments beginning September 30, 2003.
- 18. The option vests as follows: 136 shares on October 22, 2003, and in three subsequent equal annual installments beginning on September 30, 2004.
- 19. The option vests as follows: 496 shares on December 31, 2003, and in three subsequent equal annual installments beginning on September 30, 2004.

20. The option vested on December 31, 2003.

/s/ Karin M. Writer (Attorney-In-03/06/2007 Fact)

** Signature of Reporting Person

Date

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Brenda L. Schohn, James C. Robertson and Karin M. Writer, or any one of them acting singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of St. Mary Land & Exploration Company (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any securities exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of February, 2007.

/s/ Jerold M. Hertzler

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Jerold M. Hertzler, has authorized and designated each of Brenda L. Schohn, Karin M. Writer and James C. Robertson, signing singly, to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of St. Mary Land & Exploration Company. The authority of each of Brenda L. Schohn, Karin M. Writer and James C. Robertson under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in securities of St. Mary Land & Exploration Company, unless earlier revoked in writing. The undersigned acknowledges that neither Brenda L. Schohn, Karin M. Writer, nor James C. Robertson is assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Dated: February 27, 2007

/s/ Jerold M. Hertzler