

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)
January 6, 2009 (January 6, 2009)

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
(Address of principal executive offices)

80203
(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 8.01**Other Events.**

On January 6, 2009, St. Mary Land & Exploration Company (“St. Mary” or the “Company”) announced that it closed a transaction whereby it received an increased net revenue interest in its operated tight oil assets at Sweetie Peck in West Texas and approximately \$18 million in exchange for the Company’s interests in the Judge Digby Field in Pointe Coupee Parish, Louisiana. The exchange was effective as of December 31, 2008. The production impact from this exchange is anticipated to be a net reduction of approximately 2.0 BCFE for 2009. A copy of this press release is filed as Exhibit 99.1 to this report.

This report contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words “will,” “believe,” “budget,” “anticipate,” “plan,” “intend,” “estimate,” “forecast,” and “expect” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, which may cause St. Mary’s actual results to differ materially from results expressed or implied by the forward looking statements. These risks include such factors as the pending nature of the reported acquisition agreement as well as the ability to complete the transaction, the uncertain nature of the expected benefits from the acquisition of oil and gas properties, and the ability to successfully integrate acquisitions, the imprecise nature of oil and gas reserve estimates, and other such matters discussed in the “Risk Factors” section of St. Mary’s 2007 Annual Report on Form 10-K/A and subsequent Quarterly Reports on Form 10-Q filed with the SEC. Although St. Mary may from time to time voluntarily update its prior forward looking statements, it disclaims any commitment to do so except as required by securities laws.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits.
Exhibit 99.1

The following exhibit is filed as part of this report:
Press release of St. Mary Land & Exploration Company dated January 6, 2009.

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: January 6, 2009

By: /s/ A. WADE PURSELL
A. Wade Pursell
Executive Vice President and Chief Financial
Officer

For Information

Brent A. Collins
303-861-8140

FOR IMMEDIATE RELEASE

ST. MARY ANNOUNCES EXCHANGE FOR PERMIAN BASIN ASSETS

- *Transaction furthers the strategic shift toward resource plays*
- *Production for 2009 to be impacted by approximately 2.0 BCFE due to exchange*

DENVER, January 6, 2009 – St. Mary Land & Exploration Company (NYSE: SM) today announces it has exchanged its non-operated position at the Judge Digby Field for an increased position in its operated Sweetie Peck assets in the Wolfberry tight oil program in West Texas and cash.

MANAGEMENT COMMENTARY

Tony Best, President and CEO, commented, “This exchange is another step in St. Mary’s strategic shift toward becoming a resource-play oriented company. It allows us to increase our interest in a core growth area while furthering our goal to reduce our exposure to non-resource type assets. As higher production decline assets such as Judge Digby become a less significant part of our production base, our investments in resource play projects will provide a more stable and predictable production profile.”

EXCHANGE FOR PERMIAN ASSETS

In late December 2008, St. Mary closed a transaction whereby it received an increased net revenue interest in its operated tight oil assets at Sweetie Peck in West Texas and approximately \$18 million in exchange for the Company’s interests in the Judge Digby Field in Pointe Coupee Parish, Louisiana. The Sweetie Peck tight oil program has a multi-year drilling inventory, with potential for increased density drilling, which St. Mary plans to exploit over the coming years. The exchange was effective as of December 31, 2008. The 2009 production impact from this exchange is anticipated to be a net reduction of approximately 2.0 BCFE.

INFORMATION ABOUT FORWARD LOOKING STATEMENTS

This release contains forward looking statements within the meaning of securities laws, including forecasts and projections. The words “will,” “believe,” “budget,” “anticipate,” “plan,” “intend,” “estimate,” “forecast,” and “expect” and similar expressions are intended to identify forward looking statements. These statements involve known and unknown risks, which may cause St. Mary’s actual results to differ materially from results expressed or implied by the forward looking statements. These risks include such factors as the volatility and level of oil and natural gas prices, the uncertain nature of the expected benefits from the acquisition and divestiture of oil and gas properties, uncertainties inherent in projecting future rates of production from drilling activities and acquisitions, the ability of purchasers of production to pay for those sales, the availability of debt and equity financing, the ability of the Company to renew its revolving credit facility, the ability of hedge counterparties to settle hedges in favor of the Company, the imprecise nature of estimating oil and gas reserves, the availability of additional economically attractive exploration, development, and property acquisition opportunities for future growth and any necessary financings, unexpected drilling conditions and results, unsuccessful exploration and development drilling, drilling and operating service availability, the risks associated with our hedging strategy, and other such matters discussed in the “Risk Factors” section of St. Mary’s 2007 Annual Report on Form 10-K/A and subsequent quarterly reports on Form 10-Q filed with the SEC. Although St. Mary may from time to time voluntarily update its prior forward looking statements, it disclaims any commitment to do so except as required by securities laws.