

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>FLYING J OIL &amp; GAS INC</u>  (Last) (First) (Middle) <u>333 WEST CENTER STREET</u>  (Street) <u>NORTH SALT LAKE UT 84054</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ST MARY LAND &amp; EXPLORATION CO [ SM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Former 10% Owner</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/11/2004</u>		

**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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.01 par value	02/09/2004		S <sup>(1)(2)</sup>		1,690,409	D	\$26.92 <sup>(2)</sup>	0	D	
Common Stock, \$.01 par value	02/09/2004		S <sup>(1)(2)</sup>		1,690,409	D	\$26.92 <sup>(2)</sup>	0	I <sup>(3)</sup>	By Big West Oil & Gas Inc. <sup>(3)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Call option (obligation to sell) <sup>(2)</sup>	\$28.8235	02/09/2004		J <sup>(2)</sup>			1	01/29/2003	04/29/2006	Common stock, \$.01 par value	1,690,409	\$0	0	D	
Call option (obligation to sell) <sup>(2)</sup>	\$28.8235	02/09/2004		J <sup>(2)</sup>			1	01/29/2003	04/29/2006	Common stock, \$.01 par value	1,690,409	\$0	0	I <sup>(3)</sup>	By Big West Oil & Gas Inc. <sup>(3)</sup>

**Explanation of Responses:**

- 1. See attached Exhibit 99.1 for footnote explanations of responses.
- 2. See attached Exhibit 99.1 for footnote explanations of responses.
- 3. See attached Exhibit 99.1 for footnote explanations of responses.

**Remarks:**

See attached Exhibit 99.1 for footnote explanations of responses.

/s/ Chris J. Malan (Vice President, Flying J Oil & Gas Inc.) 02/13/2004

\*\* 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 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).

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.

## Explanation of Responses:

- (1) This amendment is being filed for the sole purpose of providing below the full text of the footnote explanations for the Table I and Table II line item responses, which explanations were provided in abbreviated form in the original filing due to character limitations in the computer form and other computer difficulties in accomplishing the original filing. Except for the footnote references in each line item presented in Table I and Table II, no information in such line items has changed from the original filing.
  - (2) On February 9, 2004, the issuer repurchased from Flying J Oil & Gas Inc. and Big West Oil & Gas Inc. a total of 3,380,818 shares of the issuer's common stock, \$.01 par value per share, of which 1,690,409 shares were held in the name of Flying J Oil & Gas Inc. and 1,690,409 shares were held in the name of Big West Oil & Gas Inc., for a total of \$91,000,000, or \$26.92 per share. For a brief explanation of the relationship of Flying J Oil & Gas Inc., Big West Oil & Gas Inc. and other related entities, see note (3) below. In connection with the stock repurchase transaction, Flying J Oil & Gas Inc. and Big West Oil & Gas Inc. repaid a non-recourse loan of \$71,593,795 made by the issuer to Flying J Oil & Gas Inc. and Big West Oil & Gas Inc., and accrued interest on the loan was forgiven. Also in connection with the stock repurchase transaction, a Put and Call Option Agreement with the issuer pursuant to which (a) the issuer had granted a put option whereby Flying J Oil & Gas Inc. and Big West Oil & Gas Inc. could elect to require the issuer to purchase all (and not a portion) of the total of 3,380,818 shares of the issuer's common stock issued to Flying J Oil & Gas Inc. and Big West Oil & Gas Inc. for a total purchase price of \$71,593,795 together with interest thereon at the rate of Libor plus 2% for a period of up to 30 months after January 29, 2003, and (b) Flying J Oil & Gas Inc. and Big West Oil & Gas Inc. had granted a call option whereby the issuer could elect to require Flying J Oil & Gas Inc. and Big West Oil & Gas Inc. to sell to the issuer all (and not a portion) of the total of 3,380,818 shares of the issuer's common stock issued to Flying J Oil & Gas Inc. and Big West Oil & Gas Inc. for a total sales price of \$97,447,094.00, was terminated.
  - (3) Big West Oil & Gas Inc. is a wholly owned subsidiary of Flying J Oil & Gas Inc., which is a wholly owned subsidiary of Flying J. Inc., of which Flying J. Corp. holds what may be deemed a controlling shareholder interest. Flying J Corp. is owned by certain separate trusts created by the estate of Osborne Jay Call (the "Trusts"). Flying J. Corp. and the Trusts have disclaimed beneficial ownership of the securities subject to the reported transactions except to the extent of their respective pecuniary interests therein, and the filing of this statement shall not be deemed an admission that either of Flying J Corp. or any of the Trusts is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, a beneficial owner of the securities subject to the reported transactions except to the extent of their respective pecuniary interests therein.
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