

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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 * <b>FLYING J OIL &amp; GAS INC</b>  (Last) (First) (Middle) <b>333 WEST CENTER ST</b>  (Street) <b>NORTH SALT LAKE UT 84054</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ST MARY LAND &amp; EXPLORATION CO [ SM ]</b>	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) <b>02/09/2004</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock; \$.01 par value	02/09/2004		S <sup>(1)</sup>		1,690,409	D	\$26.92 <sup>(1)</sup>	0	D	
Common Stock, \$.01 par value	02/09/2004		S <sup>(1)</sup>		1,690,409	D	\$26.92 <sup>(1)</sup>	0	I <sup>(1)</sup>	By Big West Oil & Gas Inc. <sup>(1)</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>(1)</sup>	\$28.8235	02/09/2004		J <sup>(1)</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>(1)</sup>	\$28.8235	02/09/2004		J <sup>(1)</sup>			1	01/29/2003	04/29/2006	Common stock, \$.01 par value	1,690,409	\$0	0	I <sup>(1)</sup>	By Big West Oil & Gas Inc. <sup>(1)</sup>

**Explanation of Responses:**

1. The issuer repurchased 1,690,409 shares of its common stock held by Flying J Oil & Gas Inc. (FJOG) and 1,690,409 shares held by Big West Oil & Gas Inc. (BWOG) for \$91,000,000. In connection therewith FJOG and BWOG repaid a loan of \$71,593,795 with accrued interest forgiven and an option agreement whereby FJOG and BWOG could put the shares to the issuer for \$71,593,795 plus certain interest amounts, and the issuer could call the shares for \$97,447,094, was terminated. BWOG is a wholly owned subsidiary of FJOG, which is a wholly owned subsidiary of Flying J Inc., of which Flying J Corp (FJC) holds what may be deemed a controlling interest. FJC is owned by certain trusts created by the estate of O.Jay Call. FJC and the trusts disclaim beneficial ownership of the issuer's securities except to the extent of their respective pecuniary interests therein.

By: /s/ Chris J. Malan 02/11/2004

\*\* 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.