

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)  
September 15, 2004 (September 14, 2004)

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 (IRS Employer Identification No.)
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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 8.01 Other Events.

With respect to its \$100 million of 5.75% senior convertible notes due 2022, for the period from September 15, 2004 to March 14, 2005 St. Mary Land & Exploration Company will, subject to the terms of the indenture under which the notes were issued, accrue contingent interest on the notes at a rate of 0.50% per annum, in addition to the 5.75% annual rate of interest that the notes have stated on the face of the indenture.

The Company issued a press release dated September 14, 2004 announcing the accrual of additional contingent interest on the notes.

A copy of the press release is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits. The following exhibit is furnished as part of this report:

Exhibit 99.1	Press release of St. Mary Land & Exploration Company dated September 14, 2004
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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: September 15, 2004

By: /S/ DAVID W. HONEYFIELD

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David W. Honeyfield  
Vice President - Finance,  
Treasurer and Secretary

For Information

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Robert T. Hanley  
303-861-8140

ST. MARY ANNOUNCES ACCRUAL OF CONTINGENT INTEREST  
ON 5.75% SENIOR CONVERTIBLE NOTES

DENVER, September 14, 2004 - St. Mary Land & Exploration Company (NYSE: SM) today announced that for the period from September 15, 2004 to March 14, 2005 its \$100 million in 5.75% senior convertible notes due 2022 will, subject to the terms of the indenture under which they were issued, accrue contingent interest at a rate of 0.50% per annum, in addition to the 5.75% annual rate of interest that the notes have stated on the face of the indenture.

This release contains forward looking statements within the meaning of securities laws. The word "will" 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 matters discussed in the "Risk Factors" section of St. Mary's 2003 Annual Report on Form 10-K 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.

PR-04-13