

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):
December 29, 1999 (November 18, 1999)

ST. MARY LAND & EXPLORATION COMPANY
(Exact name of Registrant as specified in its charter)

Delaware (State or other Jurisdiction of incorporation or organization)	0-20872 (Commission File Number)	41-0518430 (I.R.S Employer Identification No.)
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1776 Lincoln Street, Suite 1100, 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)

ITEM 2. Acquisition or Disposition of Assets.

On December 17, 1999, St. Mary Land & Exploration Company completed the acquisition of King Ranch Energy, Inc. under a merger agreement dated July 27, 1999. In the merger St Mary issued 2,666,252 shares of its common stock to shareholders of King Ranch, Inc., the former parent of King Ranch Energy. The merger agreement provides that the shares of St. Mary common stock issued in the acquisition cannot be transferred until March 31, 2001. As a result of the merger King Ranch Energy became a wholly owned subsidiary of St. Mary and was renamed St. Mary Energy Company. In addition, Jack Hunt and William Gardner, officers of King Ranch, Inc., were appointed to the St. Mary board of directors under the terms of the merger agreement.

King Ranch Energy is an oil and gas exploration and production company with oil and gas properties located primarily in the Gulf of Mexico and the onshore Gulf Coast. 1998 production was 48.8 million cubic feet (MMCF) equivalent per day. Reported oil and gas reserves at December 31, 1998, plus an acquisition made in early 1999, were 64.7 billion cubic feet (BCF) equivalent and 82% natural gas.

The press release of St. Mary dated December 17, 1999 announcing the completion of the acquisition is attached as an exhibit to this report. Additional information concerning the acquisition is included in the financial statements of King Ranch Energy and the pro forma financial statements of St. Mary referred to under Item 7 below.

St. Mary cautions that this report and the attached press release contain forward-looking statements that include statements concerning the benefits expected to result from the acquisition, including expected exploration and production enhancements. Significant factors that could cause future events or results to differ materially from those expressed or implied by the forward-looking statements include St. Mary's ability to successfully integrate the businesses of St. Mary and King Ranch Energy.

ITEM 5. Other Events.

On November 18, 1999, Robert L. Nance was appointed to St. Mary's board of directors to replace Richard C. Kraus, who resigned.

ITEM 7. Financial Statements and Exhibits

(a) Financial statements of businesses acquired.

The audited financial statements of King Ranch Energy for the years

ended December 31, 1998, 1997 and 1996 are included in St. Mary's Amendment No. 2 to Registration Statement on form S-4 (Registration No. 333-85537) filed with the SEC on November 12, 1999 and are incorporated herin by reference.

Pursuant to SEC rules, the unaudited financial statements of King Ranch Energy for the nine months ended September 30, 1999 and 1998 will be filed by an amendment to this report not later than March 1, 2000.

(b) Pro forma financial information.

Pursuant to SEC rules, the pro forma financial statements of St. Mary for the nine months ended September 30, 1999 which give effect to the acquisition of King Ranch energy will be filed by an amendment to this report not later than March 1, 2000.

(c) Exhibits.

The following exhibits are furnished as part of this report:

- Exhibit 2.1 Agreement and Plan of Merger dated July 27, 1999 among St. Mary Land & Exploration Company, St. Mary Energy Company, King Ranch, Inc., and King Ranch Energy, Inc., as amended by Amendment Nos. 1 and 2 dated November 8, 1999 (filed as Exhibit 2.1 to St. Mary's Amendment No. 2 to Registration Statement on Form S-4 (Registration No. 333-85537) filed with the SEC on November 12, 1999 and incorporated herein by reference)
- Exhibit 23.1 Consent of Deloitte & Touche LLP*
- Exhibit 99.1 Press release of St. Mary Land & Exploration Company dated December 17, 1999*

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*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities and 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: December 22, 1999

By /s/ MARK A. HELLERSTEIN

Mark A. Hellerstein
President and Chief Executive
Officer

Date: December 22, 1999

By /s/ RICHARD C. NORRIS

Richard C. Norris
Vice President - Finance,
Treasurer and Secretary

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in the Current Report on Form 8-K under the Securities Exchange Act of 1934 of St. Mary Land & Exploration Company dated December 29, 1999 of our report on King Ranch Energy, Inc. and subsidiaries dated March 2, 1999 and contained in Registration Statement 333-85537 of St. Mary Land & Exploration Company on Form S-4 under the Securities Act of 1933 insofar as such report relates to the financial statements of King Ranch Energy, Inc. and subsidiaries for the year ended December 31, 1998.

By /s/ DELOITTE & TOUCHE LLP

DELOITTE & TOUCHE LLP

Houston, Texas
December 29, 1999

FOR INFORMATION

Mark A. Hellerstein
Jennifer Dethloff
Adele A. Linneman

FOR IMMEDIATE RELEASE

ST. MARY COMPLETES ACQUISITION OF KING RANCH ENERGY

DENVER - December 17, 1999 - St. Mary Land & Exploration Company (Nasdaq: MARY) announced that it completed the acquisition of King Ranch Energy, Inc. ("KRE"), in a merger in which St. Mary issued 2,666,252 common shares to the stockholders of King Ranch, Inc., the former parent company of KRE. Immediately prior to the merger, KRE was spun-off to the King Ranch Stockholders in order to facilitate the merger. The shares issued by St. Mary are restricted from sale through March 31, 2001. As a result of the merger, KRE became a wholly owned subsidiary of St. Mary and was renamed St. Mary Energy Company.

KRE's properties are located primarily in the Gulf of Mexico and the onshore Gulf Coast. Other than accounts payable and accrued plugging and abandonment costs, KRE has no debt.

Jack Hunt and William J. Gardiner, officers of King Ranch, Inc., were appointed to St. Mary's Board of Directors pursuant to the terms of the merger agreement. Also, Robert L. Nance has been appointed to replace Richard C. Kraus on St. Mary's Board.

Tom Congdon, Chairman of St. Mary, commented, "In the third quarter KRE produced over 50 MMCF equivalent production per day, or an increase of approximately 60% to St. Mary's third quarter production rate. In addition, we are pleased to have added to our shareholder base sophisticated shareholders who invest for the long term with the objective of building value."

Except for historical information herein, statements in this release, including information regarding the business of the Company, may be forward-looking statements. These statements involve known and unknown risks, which may cause the Company's actual results to differ materially from results expressed or implied by the forward-looking statements. Statements including factors such as uncertainties in cash flow, expected merger benefits, the volatility and level of oil and natural gas prices, production rates and reserve replacement, reserve estimates, drilling and operating risks, competition, the impact of the year 2000 computer issue, litigation, environmental matters, the potential impact of government regulations, and other such matters are forward-looking statements.