UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

ST. MARYLAND & EXPLORATION COMPANY (Name of Issuer)

COMMON STOCK (Title of Class of Securities)

792228108 (CUSIP Number)

Check the following box if a fee is being paid with this statement [_]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 5 pages

CU	SIP NO. 7911181	08 	13G		PAGE 2	OF 5	PAGES		
1	NAME OF REPOR'S.S. or I.R.S		ERSON TIFICATION NO. OF ABOV	/E PERSON					
	HEARTLAND ADVISORS, INC.								
	#39-1078128								
2	CHECK THE APP	ROPRIA	TE BOX IF A MEMBER OF	A GROUP*		a) [_ b) [_			
	SEC USE ONLY								
3	SEC USE ONLI								
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	WISCONSIN, U.S.A.								
			SOLE VOTING POWER						
	NUMBER OF	5	0						
	SHARES								
			SHARED VOTING POWER						

BE	ENEF	CIALLY	6								
	OWN	IED BY		None							
	E	CACH		SOLE DISPOSITIVE POWER							
F	REPO	RTING	7	0							
	PE	RSON									
	W	IITH	8	SHARED DISPOSITIVE POWER							
				None							
9	AG 0	GREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON							
				AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*							
10				[_]							
	 PF			REPRESENTED BY AMOUNT IN ROW (9)							
11		0%	CENTOO	TELLED BY MOONT IN ION (5)							
	· ·										
10	TYPE OF REPORTING PERSON*										
12	IA	IA									
		_									
CUSII	P NU	MBER 7	922281	08 Page 3 Of 5 Pages							
Item		Name of	Issuer	: St. Mary Land & Exploration Company							
	(b)	Address	of Iss	uer's Principal Executive Offices:							
	(/			Street, Ste. 1100							
		Denver,									
Item		N	D	Tilian Hambland Admines Tra							
	(a)	name or	Person	Filing: Heartland Advisors, Inc. 							
	(b)) Address of Principal Business Office:									
		Heartland Advisors, Inc. 790 North Milwaukee Street									
		Milwauk	kee, WI	53202							
	(c)	Citizens		eartland Advisors is a Wisconsin corporation.							
	(d)			of Securities: Common Stock							
	(e)	CUSIP N		792228108							
Item	m 3. If this statement is filed pursuant to Rule 13d-1(b),										
		or 13d-2(b), check whether the person filing is a:									
(a)_		Broker o	or Deale	er registered under Section 15 of the Act.							
(b)_		Bank as defined in Section 3(a)(6) of the Act.									
(c)_		Insuranc	Insurance company as defined in Section 3(a)(19) of the Act.								
(d)_		Investment company registered under Section 8 of the Investment Company $\mbox{\sc Act}$ of 1940.									
		Investme Advisers		iser registered under Section 203 of the Investment f 1940.							

Item 4. Ownership.

For information on ownership, voting and dispositive power with respect to the above listed shares, see Items 5-9 of the Cover Page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:[X]

Item 6. Ownership of more than Five Percent on Behalf of Another

Person.

(h) Group, in accordance with Sec 240.13d-1(b)(1)(ii)(H).

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the
------Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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Item 10. Certification.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: February 6, 1998

HEARTLAND ADVISORS, INC.

By: PATRICK J. RETZER
Patrick J. Retzer
Senior Vice President/Treasurer