

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)  
March 5, 2002 (March 5, 2002)

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

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 000-20872<br>(Commission<br>File Number) | 41-0518430<br>(I.R.S Employer<br>Identification No.) |
|---|--|--|

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 5. Other Events and Regulation FD Disclosure.

On March 5, 2002, the registrant issued a press release entitled "St. Mary Intends to Raise \$75 Million Through Private Offering of Senior Convertible Notes." A copy of this press release is attached hereto as Exhibit 99.1.

Item 7. 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 March 5, 2002 entitled "St. Mary Intends to Raise \$75 Million Through Private Offering of Senior Convertible Notes." |
|--------------|--|

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: March 5, 2002

By: /s/ RICHARD C. NORRIS

-----  
Richard C. Norris  
Vice President-Finance

EXHIBIT INDEX

<Table>  
<Caption>

| EXHIBIT<br>NUMBER | DESCRIPTION |
|-------------------|-------------|
| - - - - -         | - - - - -   |

<S>  
99.1

<C>  
Press release of St. Mary Land & Exploration Company dated  
March 5, 2002 entitled "St. Mary Intends to Raise \$75 Million  
Through Private Offering of Senior Convertible Notes."

</Table>

FOR INFORMATION  
Mark A. Hellerstein  
Robert T. Hanley  
Richard C. Norris

ST. MARY INTENDS TO RAISE \$75 MILLION THROUGH  
PRIVATE OFFERING OF SENIOR CONVERTIBLE NOTES

DENVER, March 5, 2002 -- ST. MARY LAND & EXPLORATION COMPANY (Nasdaq: MARY) announced today that it intends to offer, subject to market and other conditions, \$75 million of senior convertible notes due 2022 (plus an additional amount of up to \$15 million at the option of the purchasers) in a private placement. The notes will be convertible into St. Mary common stock at the option of the holders under certain circumstances, at a price to be determined. The offering is expected to close in mid-March 2002.

St. Mary intends to use the net proceeds of the anticipated offering to fund a portion of its 2002 capital expenditures budget. Pending this use, St. Mary intends to repay outstanding borrowings under its revolving bank credit facility.

This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act of 1933. This press release shall not constitute an offer to sell nor a solicitation of an offer to buy any of these securities.

The notes and the common stock issuable upon conversion of the notes have not been registered under the Securities Act of 1933 or any state securities laws and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933. Unless so registered, the notes and common stock issued upon conversion of the notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act of 1933 and applicable state securities laws.

This press release contains forward looking statements within the meaning of federal securities laws. The words "intend" and "expect" 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 factors as the uncertainty of financial market conditions, the volatility and levels of oil and natural gas prices, and other matters discussed under the "Risk Factors" section of St. Mary's 2000 Annual Report on Form 10-K filed with the SEC. As a result of these risks, St. Mary cannot assure you that it will be able to complete the proposed private offering. Although St. Mary may from time to time voluntarily update its forward looking statements, it disclaims any commitment to do so except as required by federal securities laws.

###