

ST MARY LAND & EXPLORATION CO  
Form 8-K  
April 25, 2006  
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)

April 25, 2006 (April 24, 2006)

**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  
(I.R.S. Employer  
Identification No.)

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

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(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 1.01**      **Entry Into a Material Definitive Agreement.**

On April 24, 2006, upon the recommendation of management, the Board of Directors of St. Mary Land & Exploration Company amended its Shareholder Rights Plan (the Plan ). This Second Amendment (the Second Amendment) applies to Sections 1(k), 1(r), and 3(a) of the Plan. The remainder of the Plan is unaffected by the Second Amendment. A copy of the Second Amendment has been furnished as Exhibit 10.1 of this report.

**Item 9.01**      **Financial Statements and Exhibits.**

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

Exhibit 10.1      Copy of the Second Amendment to the Shareholder Rights Plan.

**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: April 25, 2006

By: /S/ DAVID W. HONEYFIELD

David W. Honeyfield  
Vice President Chief Financial Officer, Secretary  
and Treasurer