

SM Energy Co
Form 4
July 03, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Whitcomb David J.

(Last) (First) (Middle)
1775 SHERMAN STREET, SUITE 1200
(Street)

DENVER, CO 80203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SM Energy Co [SM]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock; \$.01 Par Value	06/28/2013		J ⁽¹⁾		404 A \$ 44.38		D
Common Stock; \$.01 Par Value	07/01/2013		M		787 A <u>(2)</u> 32,553		D
Common Stock; \$.01 Par Value	07/01/2013		F		252 D \$ 59.98		D
Common Stock; \$.01	07/01/2013		M		235 A <u>(3)</u> 32,536		D

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Par Value							
Common Stock; \$.01 Par Value	07/01/2013	F	76	D	\$ 59.98	32,460	D
Common Stock; \$.01 Par Value	07/01/2013	M	474	A	(4)	32,934	D
Common Stock; \$.01 Par Value	07/01/2013	F	152	D	\$ 59.98	32,782	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(2)	07/01/2013		M	787	07/01/2013 07/01/2013	Common Stock	787
Restricted Stock Units	(3)	07/01/2013		M	235	07/01/2013 07/01/2013	Common Stock	235
Restricted Stock Units	(4)	07/01/2013		M	474	07/01/2013 07/01/2013	Common Stock	474

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Whitcomb David J.
1775 SHERMAN STREET, SUITE 1200
DENVER, CO 80203

VP-Marketing

Signatures

Karin M. Writer
(Attorney-In-Fact)

07/03/2013

 Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person purchased 404 shares of the issuer's common stock on June 28, 2013 through the issuer's Employee Stock Purchase Plan.

Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vested over a
(2) three-year period, with 1/7th vesting on July 1, 2011, 2/7th vesting on July 2, 2012, and 4/7th vesting on July 1, 2013. The vested shares were issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares lapsed.

Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests over a three-year
(3) period, with 1/7th vesting on July 2, 2012, 2/7th vesting on July 1, 2013, and 4/7th vesting on July 1, 2014. The vested shares will be issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse.

Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal
(4) annual installments beginning on July 1, 2013. The vested shares will be issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.