SM Energy Co Form 4 July 05, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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

Par Value Common

Par Value

Stock: \$.01 07/02/2013

(Print or Type Responses)

1. Name and Address of Reporting Person ** Knott Kenneth J.		Symbol	er Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		ergy Co [SM] of Earliest Transaction	(Check all applicable)			
1775 CHED	MAN STREET, S	(Month/I	Day/Year)	Director 10% Owner X Officer (give title Other (specify			
1773 SHER 1200	WIAN STREET,	SUITE 07/02/2	2013	below) below) VP - Land & Asst. Secretary			
	(Street)		endment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
DENVER, O	CO 80203			Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	le I - Non-Derivative Securities A	cquired, 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. 4. Securities Acquire Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Prior	O) Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Stock: \$.01	07/02/2013		M(1) 7,905 A (1)	38,485 D			

2.163 D

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

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36,322

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January 31,

2005

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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)	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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Tit Unde (Instr
						Date Exercisable	Expiration Date	Title
Performance Share Award	<u>(1)</u> <u>(2)</u>	07/02/2013		Code V $A_{(1)}$	(A) (D) 7,905	07/02/2013(1)(2)	07/02/2013(1)(2)	Cor St

Reporting Owners

(1)(2)

Reporting Owner Name / Address Relationships

07/02/2013

Director 10% Owner Officer Other

 $M^{(1)}$

Knott Kenneth J. 1775 SHERMAN STREET SUITE 1200 DENVER, CO 80203

VP - Land & Asst. Secretary

Con

 $7,905 \quad 07/02/2013^{(1)(2)} \quad 07/02/2013^{(1)(2)}$

Signatures

Performance

Share Award

Karin M. Writer (Attorney-In-Fact) 07/05/2013

**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).

On July 2, 2013, the Compensation Committee of the Board of Directors of the issuer determined that 7,905 shares of the issuer's common stock had been earned by the reporting person under the terms of a grant of performance share awards (the "PSAs"), based on the achievement of specific performance criteria that were not tied solely to the market price of the issuer's common stock. The PSAs

- (1) were granted to the reporting person on July 1, 2010, and represent the right to receive, upon the settlement of the PSAs, the determined number of earned shares of the issuer's common stock based on the achievement of the performance criteria over a three-year performance period (with the determined number of earned shares being within a range of zero to two times the number of PSAs granted on the award date), to the extent that the PSAs have vested under separate employment service vesting provisions.
- (2) The PSAs vested 1/7th on July 1, 2011, 2/7ths on July 1, 2012, and 4/7ths on July 1, 2013.

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.

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