

SM Energy Co
Form 4
July 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
Lutey Mary Ellen

(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)
07/02/2013

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 & Regional Manager

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------|------------------|------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock; \$.01 Par Value | 07/02/2013 | | M ⁽¹⁾ | | 5,692 | A | Ⓐ | 27,968 | D | |
| Common Stock; \$.01 Par Value | 07/02/2013 | | F | | 1,858 | D | \$ 60.61 | 26,110 | D | |
| Common Stock; \$.01 Par Value | 07/02/2013 | | M ⁽²⁾ | | 3,802 | A | Ⓐ | 29,912 | I ⁽³⁾ | By husband |
| Common Stock; \$.01 | 07/02/2013 | | F | | 1,242 | D | \$ 60.61 | 28,670 | I ⁽³⁾ | By husband |

Par Value

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 Underlying Security (Instr. 3) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------|--------------|-----|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V | (A) | (D) |
| Performance Share Award | <u>(1)</u> <u>(4)</u> | 07/02/2013 | | <u>A</u> ⁽¹⁾ | 5,692 | 07/02/2013 ⁽¹⁾⁽⁴⁾ | 07/02/2013 ⁽¹⁾⁽⁴⁾ | Common Stock | |
| Performance Share Award | <u>(1)</u> <u>(4)</u> | 07/02/2013 | | <u>M</u> ⁽¹⁾ | 5,692 | 07/02/2013 ⁽¹⁾⁽⁴⁾ | 07/02/2013 ⁽¹⁾⁽⁴⁾ | Common Stock | |
| Performance Share Award | <u>(4)</u> <u>(2)</u> | 07/02/2013 | | <u>A</u> ⁽²⁾ | 3,802 | 07/02/2013 ⁽⁴⁾⁽²⁾ | 07/02/2013 ⁽⁴⁾⁽²⁾ | Common Stock | |
| Performance Share Award | <u>(4)</u> <u>(2)</u> | 07/02/2013 | | <u>M</u> ⁽²⁾ | 3,802 | 07/02/2013 ⁽⁴⁾⁽²⁾ | 07/02/2013 ⁽⁴⁾⁽²⁾ | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lutey Mary Ellen 1775 SHERMAN STREET SUITE 1200 DENVER, CO 80203 | | | VP & Regional Manager | |

Signatures

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 5,692 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.

On July 2, 2013, the Compensation Committee of the Board of Directors of the issuer determined that 3,802 shares of the issuer's common stock had been earned by the reporting person's husband 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

(2) PSAs were granted to the reporting person's husband 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.

(3) The reporting person's husband is also employed by the issuer and is eligible to earn grants of PSAs.

(4) 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.

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