

SM Energy Co
Form 4
July 06, 2017

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 *
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)
07/03/2017

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)
Sr. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock; \$.01 Par Value | 12/30/2016 | | J(1) | V | 356 | A | \$ 23.868 21,491 D |
| Common Stock; \$.01 Par Value | 12/30/2016 | | J(2) | V | 362 | A | \$ 23.868 14,277 I (3) By husband |
| Common Stock; \$.01 Par Value | 06/30/2017 | | J(4) | V | 575 | A | \$ 14.05 22,066 D |
| Common Stock; \$.01 | 06/30/2017 | | J(5) | V | 585 | A | \$ 14.05 14,862 I (3) By husband |

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| | | | | | | | | |
|-------------------------------------|------------|---|-------|---|----------|--------|-------|---------------|
| Par Value | | | | | | | | |
| Common Stock; \$.01 Par Value | 07/03/2017 | M | 372 | A | (6) | 22,438 | D | |
| Common Stock; \$.01 Par Value | 07/03/2017 | F | 102 | D | \$ 16.53 | 22,336 | D | |
| Common Stock; \$.01 Par Value | 07/03/2017 | M | 199 | A | (7) | 15,061 | I (3) | By husband |
| Common Stock; \$.01 Par Value | 07/03/2017 | F | 53 | D | \$ 16.53 | 15,008 | I (3) | By husband |
| Common Stock; \$.01 Par Value | 07/03/2017 | M | 743 | A | (8) | 23,079 | D | |
| Common Stock; \$.01 Par Value | 07/03/2017 | F | 204 | D | \$ 16.53 | 22,875 | D | |
| Common Stock; \$.01 Par Value | 07/03/2017 | M | 381 | A | (9) | 15,389 | I (3) | By husband |
| Common Stock; \$.01 Par Value | 07/03/2017 | F | 101 | D | \$ 16.53 | 15,288 | I (3) | By husband |
| Common Stock; \$.01 Par Value | 07/03/2017 | M | 1,009 | A | (10) | 23,884 | D | |
| Common Stock; \$.01 Par Value | 07/03/2017 | F | 276 | D | \$ 16.53 | 23,608 | D | |
| Common Stock; \$.01 Par Value | 07/03/2017 | M | 534 | A | (11) | 15,822 | I (3) | By husband |
| Common Stock; \$.01 Par Value | 07/03/2017 | F | 145 | D | \$ 16.53 | 15,677 | I (3) | By husband |

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

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(9-02)

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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) | 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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (6) | 07/03/2017 | | M | 372 | (6) | (6) | Common Stock | 372 |
| Restricted Stock Units | (7) | 07/03/2017 | | M | 199 | (7) | (7) | Common Stock | 199 |
| Restricted Stock Units | (8) | 07/03/2017 | | M | 743 | (8) | (8) | Common Stock | 743 |
| Restricted Stock Units | (9) | 07/03/2017 | | M | 381 | (9) | (9) | Common Stock | 381 |
| Restricted Stock Units | (10) | 07/03/2017 | | M | 1,009 | (10) | (10) | Common Stock | 1,009 |
| Restricted Stock Units | (11) | 07/03/2017 | | M | 534 | (11) | (11) | Common Stock | 534 |

Reporting Owners

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

Signatures

Karin M. Writer
(Attorney-In-Fact)

07/06/2017

__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 356 shares of the issuer's common stock on December 30, 2016, through the issuer's Employee Stock Purchase Plan.
- (2) The reporting person's husband purchased 362 shares of the issuer's common stock on December 30, 2016, through the issuer's Employee Stock Purchase Plan.
- (3) The reporting person's husband is also employed by the issuer, purchases the issuers's common stock through the issuer's Employee Stock Purchase Plan, and receives grants of restricted stock units and performance share awards.
- (4) The reporting person purchased 575 shares of the issuer's common stock on June 30, 2017, through the issuer's Employee Stock Purchase Plan.
- (5) The reporting person's husband purchased 585 shares of the issuer's common stock on June 30, 2017, through the issuer's Employee Stock Purchase Plan.
- (6) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vested in three equal annual installments beginning on July 1, 2015. The vested shares were issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares lapsed.
- (7) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vested in three equal annual installments beginning on July 1, 2015. The vested shares were issued to the reporting person's husband on the vesting dates, at which time all restrictions on the vested shares lapsed.
- (8) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal annual installments beginning on July 1, 2016. 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.
- (9) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal annual installments beginning on July 1, 2016. The vested shares were issued to the reporting person's husband on the vesting dates, at which time all restrictions on the vested shares lapsed.
- (10) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal annual installments beginning July 1, 2017. 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.
- (11) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal annual installments beginning on July 1, 2017. The vested shares were issued to the reporting person's husband on the vesting dates, at which time all restrictions on the vested shares lapsed.

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.