SM Energy Co Form 4 July 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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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

1(b).

(Print or Type Responses)

Stock: \$.01 07/02/2013

Par Value

See Instruction

1. Name and A Whitcomb I	2. Issuer Name and Ticker or Trading Symbol SM Energy Co [SM]					5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (I	Middle)	3. Date of	Earliest Tr	ansaction			(Cnec	ck all applicable)	
1775 SHER 1200	SUITE	(Month/Day/Year) 07/02/2013					Director 10% Owner _X_ Officer (give title Other (specify below) VP-Marketing				
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
DENVER, CO 80203											
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	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)	
Common Stock; \$.01 Par Value	07/02/2013			M <u>(1)</u>	7,296	A	<u>(1)</u>	40,078	D		
Common							\$				

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

F

2.335

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37,743

60.61

D

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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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Tit Unde (Instr
	·				5)	Date Exercisable	Expiration Date	Title
Performance Share Award	<u>(1)</u> <u>(2)</u>	07/02/2013		Code V $A_{(1)}$	(A) (D) 7,296	07/02/2013(1)(2)	07/02/2013(1)(2)	Cor

 $M^{(1)}$

Reporting Owners

(1)(2)

Reporting Owner Name / Address Relationships

07/02/2013

Director 10% Owner Officer Other

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

VP-Marketing

 $7,296 \quad 07/02/2013^{(1)(2)} \quad 07/02/2013^{(1)(2)}$

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 7,296 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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