

SM Energy Co
Form 4
July 06, 2017

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Knott Kenneth 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)

07/03/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SVP-Bus Dv & Land & Asst Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock: \$.01 Par Value	12/30/2016		J ⁽¹⁾	V 157 A \$ 23.868	43,574	D	
Common Stock: \$.01 Par Value	06/30/2017		J ⁽²⁾	V 725 A \$ 14.05	44,299	D	
Common Stock: \$.01 Par Value	07/03/2017		M	341 A <u>(3)</u>	44,640	D	
Common Stock: \$.01	07/03/2017		F	94 D \$ 16.53	44,546	D	

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Par Value

Common

Stock: \$.01 07/03/2017

M 572 A (4) 45,118 D

Par Value

Common

Stock: \$.01 07/03/2017

F 157 D \$ 16.53 44,961 D

Par Value

Common

Stock: \$.01 07/03/2017

M 831 A (5) 45,792 D

Par Value

Common

Stock: \$.01 07/03/2017

F 228 D \$ 16.53 45,564 D

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 and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	07/03/2017		M		341		(3)	(3)	Common Stock	341	(3)
Restricted Stock Units	(4)	07/03/2017		M		572		(4)	(4)	Common Stock	572	(4)
Restricted Stock Units	(5)	07/03/2017		M		831		(5)	(5)	Common Stock	831	(5)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Knott Kenneth J. 1775 SHERMAN STREET SUITE 1200 DENVER, CO 80203	SVP-Bus Dv & Land & Asst Sec

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 157 shares of the issuer's common stock on December 30, 2016, through the issuer's Employee Stock Purchase Plan.
- (2) The reporting person purchased 725 shares of the issuer's common stock on June 30, 2017, through the issuer's Employee Stock Purchase Plan.
- (3) 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.
- (4) 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.
- (5) 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 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.

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