Ottoson Javan D Form 4 August 03, 2012

## FORM 4

Form 5

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

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

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ottoson Javan D Issuer Symbol SM Energy Co [SM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify 1775 SHERMAN STREET, SUITE 08/01/2012 below) 1200 Exec VP & COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DENVER, CO 80203 Person

(City)	(State) (	Zip) Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock, \$.01 Par Value	08/01/2012		M <u>(1)</u>	67,500	A	<u>(1)</u>	94,272	D	
Common Stock, \$.01 Par Value	08/01/2012		F	27,662	D	\$ 47.3	66,610	D	
Common Stock, \$.01 Par Value	08/01/2012		M	6,428	A	(2)	73,038	D	
Common Stock, \$.01	08/01/2012		F	1,998	D	\$ 47.3	71,040	D	

**OMB APPROVAL** 

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January 31,

2005

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Estimated average

burden hours per

#### 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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A) (D)		Date Exercisable	Expiration Date	Title
Performance Share Award	(1)	08/01/2012		M(1)	67,5	500	08/01/2012(1)	08/01/2012(1)	Common Stock
Restricted Stock Units	(2)	08/01/2012		M	6,42	28	08/01/2012	08/01/2012	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ottoson Javan D			Exec				
1775 SHERMAN STREET							
SUITE 1200			VP &				
DENVER, CO 80203			COO				

# **Signatures**

Karin M. Writer 08/03/2012 (Attorney-In-Fact)

\*\*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) On August 1, 2012, the issuer issued 67,500 shares of common stock to the reporting person to settle a grant of performance share awards (the "PSAs") reported in a Form 4 for the reporting person filed on July 24, 2012. The PSAs represented 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 performance criteria, to the extent that the PSAs had vested under separate employment service vesting provisions. The PSAs became fully vested and

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were settled in accordance with their terms on 08/01/2012.

Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grants vested as follows:

(2) 1,608 shares on 8/1/10, 3,214 shares on 8/1/11 and 6,428 shares on 8/1/12. The vested shares were issued to the reporting person 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.