SM Energy Co Form 4 July 06, 2015

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Solomon Mark T

(Last) (First) (Middle)

1775 SHERMAN STREET, SUITE

1200

(Street)

(Ctota)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

SM Energy Co [SM]

3. Date of Earliest Transaction

(Month/Day/Year) 07/01/2015

4. If Amendment, Date Original

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

VP, Controller & Asst. Sec.

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

DENVER, CO 80203

(City)	(State)	(Zip) Tabl	e I - Nor	1-D	erivative	Secur	ities Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Instr. 8		4. Securit n(A) or Di (Instr. 3,	spose	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	12/31/2014		Code $J_{(1)}$	V V	Amount 134	(D)	Price \$ 32.793	8,596	D	
Common Stock, \$.01 Par Value	06/30/2015		J(2)	V	556	A	\$ 32.793	9,152	D	
Common Stock, \$.01 Par Value	07/01/2015		M		425	A	(3)	9,577	D	
Common Stock, \$.01	07/01/2015		F		136	D	\$ 46.12	9,441	D	

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Par Value							
Common Stock, \$.01 Par Value	07/01/2015	M	389	A	<u>(4)</u>	9,830	D
Common Stock, \$.01 Par Value	07/01/2015	F	125	D	\$ 46.12	9,705	D
Common Stock, \$.01 Par Value	07/01/2015	M	277	A	(5)	9,982	D
Common Stock, \$.01 Par Value	07/01/2015	F	89	D	\$ 46.12	9,893	D
Common Stock, \$.01 Par Value	07/01/2015	M	3,607	A	<u>(6)</u>	13,500	D
Common Stock, \$.01 Par Value	07/01/2015	F	1,155	D	\$ 46.12	12,345	D

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

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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. Transactic 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	07/01/2015		M		425	(3)	(3)	Common Stock	425
Restricted Stock Units	<u>(4)</u>	07/01/2015		M		389	<u>(4)</u>	<u>(4)</u>	Common Stock	389
Restricted Stock Units	<u>(5)</u>	07/01/2015		M		277	<u>(5)</u>	<u>(5)</u>	Common Stock	277

(9-02)

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Performance Share Units	<u>(6)</u>	07/01/2015	A	3,607	<u>(6)</u>	<u>(6)</u>	Common Stock	3,607
Performance Share Units	<u>(6)</u>	07/01/2015	M	3,607	<u>(6)</u>	<u>(6)</u>	Common	3,607

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Solomon Mark T 1775 SHERMAN STREET SUITE 1200 DENVER, CO 80203

VP, Controller & Asst. Sec.

Signatures

Karin M. Writer (Attorney-In-Fact) 07/06/2015

**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 134 shares of the issuer's common stock on December 31, 2014, through the issuer's Employee Stock Purchase Plan.
- The reporting person purchased 556 shares of the issuer's common stock on June 30, 2015, through the issuer's Employee Stock Purchase Plan.
- 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, 2013. The vested shares were issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares lapsed.
- Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal (4) annual installments beginning on July 1, 2014. 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.
- Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal (5) annual installments beginning on July 1, 2015. 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.
 - On July 1, 2015, the Compensation Committee of the Board of Directors of the issuer determined that 3,607 shares of the issuer's common stock had been earned by the reporting person under the terms of a grant of performance share units (the "PSUs"), based on the achievement of specific performance criteria that were not tied solely to the market price of the issuer's common stock. The PSUs were granted to the reporting person on July 1, 2012, and represent the right to receive, upon the settlement of the PSUs, 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 PSUs granted on the award date), to the extent that the PSUs have vested under separate employment service vesting provisions. The PSUs vested in three equal annual installments beginning 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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