

SM Energy Co
Form 4
July 03, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUELLER MARK D

(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)
07/01/2014

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 below) ____ Other (specify
below) below)

Sr. VP & Regional Manager

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 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)
Common Stock; \$.01 Par Value	06/30/2014		J ⁽¹⁾	300	A \$ 70.6435	42,686	D
Common Stock; \$.01 Par Value	07/01/2014		M	762	A <u>(2)</u>	43,448	D
Common Stock; \$.01 Par Value	07/01/2014		F	255	D \$ 84.1	43,193	D

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Common Stock; \$.01 Par Value	07/01/2014	M	764	A	<u>(3)</u>	43,957	D
Common Stock; \$.01 Par Value	07/01/2014	F	255	D	\$ 84.1	43,702	D
Common Stock; \$.01 Par Value	07/01/2014	M	625	A	<u>(4)</u>	44,327	D
Common Stock; \$.01 Par Value	07/01/2014	F	209	D	\$ 84.1	44,118	D
Common Stock; \$.01 Par Value	07/02/2014	M	2,202	A	<u>(5)</u>	46,320	D
Common Stock; \$.01 Par Value	07/02/2014	F	736	D	\$ 84.35	45,584	D

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date Date	Title	
Restricted Stock Units	<u>(2)</u>	07/01/2014		M	762	<u>(2)</u> <u>(2)</u>	Common Stock	762

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Restricted Stock Units	(3)	07/01/2014	M	764	(3)	(3)	Common Stock	764
Restricted Stock Units	(4)	07/01/2014	M	625	(4)	(4)	Common Stock	625
Performance Share Units	(5)	07/02/2014	A	2,202	(5)	(5)	Common Stock	2,202
Performance Share Units	(5)	07/02/2014	M	2,202	(5)	(5)	Common Stock	2,202

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUELLER MARK D 1775 SHERMAN STREET SUITE 1200 DENVER, CO 80203			Sr. VP & Regional Manager	

Signatures

Karin M. Writer
(Attorney-In-Fact) 07/03/2014

__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 300 shares of the issuer's common stock on June 30, 2014, through the issuer's Employee Stock Purchase Plan.

(2) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vested over a three-year period, with 1/7th vesting on July 2, 2012, 2/7th vesting on July 1, 2013, and 4/7th vesting on July 1, 2014. The vested shares were issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares lapsed.

(3) 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, 2013. 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.

(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, 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.

(5) On July 2, 2014, the Compensation Committee of the Board of Directors of the issuer determined that 2,202 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 September 6, 2011, 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 1/7th on July 1, 2012, 2/7ths on July 1, 2013, and 4/7ths on July 1, 2014.

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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