

SM Energy Co
Form 4
July 06, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lutey Mary Ellen

(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)
07/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & Regional Manager

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
Common Stock; \$.01 Par Value	12/31/2015		J(1)	V	178	A	\$ 16.711 18,942 D
Common Stock; \$.01 Par Value	12/31/2015		J(2)	V	176	A	\$ 16.711 12,510 I (3) By husband
Common Stock; \$.01 Par Value	06/30/2016		J(4)	V	436	A	\$ 16.711 19,378 D
Common Stock; \$.01	06/30/2016		J(5)	V	444	A	\$ 16.711 12,954 I (3) By husband

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Par Value								
Common Stock; \$.01 Par Value	07/01/2016	M	487	A	<u>(6)</u>	19,865	D	
Common Stock; \$.01 Par Value	07/01/2016	F	134	D	\$ 27	19,731	D	
Common Stock; \$.01 Par Value	07/01/2016	M	279	A	<u>(7)</u>	13,233	I <u>(3)</u>	By husband
Common Stock; \$.01 Par Value	07/01/2016	F	77	D	\$ 27	13,156	I <u>(3)</u>	By husband
Common Stock; \$.01 Par Value	07/01/2016	M	372	A	<u>(8)</u>	20,103	D	
Common Stock; \$.01 Par Value	07/01/2016	F	102	D	\$ 27	20,001	D	
Common Stock; \$.01 Par Value	07/01/2016	M	198	A	<u>(9)</u>	13,354	I <u>(3)</u>	By husband
Common Stock; \$.01 Par Value	07/01/2016	F	55	D	\$ 27	13,299	I <u>(3)</u>	By husband
Common Stock; \$.01 Par Value	07/01/2016	M	743	A	<u>(10)</u>	20,744	D	
Common Stock; \$.01 Par Value	07/01/2016	F	204	D	\$ 27	20,540	D	
Common Stock; \$.01 Par Value	07/01/2016	M	381	A	<u>(11)</u>	13,680	I <u>(3)</u>	By husband
Common Stock; \$.01 Par Value	07/01/2016	F	105	D	\$ 27	13,575	I <u>(3)</u>	By husband
Common Stock; \$.01 Par Value	07/01/2016	M	819	A	<u>(12)</u>	21,359	D	
Common Stock; \$.01 Par Value	07/01/2016	F	224	D	\$ 27	21,135	D	

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Common Stock; \$.01 07/01/2016 Par Value	M	468	A	(13)	14,043	I (3)	By husband
Common Stock; \$.01 07/01/2016 Par Value	F	128	D	\$ 27	13,915	I (3)	By husband

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	(6)	07/01/2016		M	487	(6)	(6)	Common Stock; \$.01 Par Value	487	(6)
Restricted Stock Units	(6)	07/01/2016		M	279	(6)	(6)	Common Stock; \$.01 Par Value	279	(6)
Restricted Stock Units	(8)	07/01/2016		M	372	(8)	(8)	Common Stock; \$.01 Par Value	372	(8)
Restricted Stock Units	(8)	07/01/2016		M	198	(8)	(8)	Common Stock; \$.01 Par Value	198	(8)
Restricted Stock	(10)	07/01/2016		M	743	(10)	(10)	Common Stock;	743	(10)

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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 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.

- (11) 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 were issued to the reporting person's husband on the vesting dates, at which time all restrictions on the vested shares lapsed.

- (12) On July 1, 2016, the Compensation Committee of the Board of Directors of the issuer determined that 819 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, 2013, 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 on July 1, 2016.

- (13) On July 1, 2016, the Compensation Committee of the Board of Directors of the issuer determined that 468 shares of the issuer's common stock had been earned by the reporting person's husband 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, 2013, 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 on July 1, 2016.

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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