

SM Energy Co  
Form 4  
July 05, 2013

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
07/02/2013

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)

VP &amp; 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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock; \$.01 Par Value	07/02/2013		M <sup>(1)</sup>		5,692	A	11
Common Stock; \$.01 Par Value	07/02/2013		F		1,858	D	\$ 60.61
Common Stock; \$.01 Par Value	07/02/2013		M <sup>(2)</sup>		3,802	A	22
Common Stock; \$.01	07/02/2013		F		1,242	D	\$ 60.61

By  
husbandBy  
husband

Par Value

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Underlying (Instr. 3)
						Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)	
Performance Share Award	<u>(1)</u> <u>(4)</u>	07/02/2013		A <u>(1)</u>		5,692		07/02/2013 <u>(1)</u> <u>(4)</u> 07/02/2013 <u>(1)</u> <u>(4)</u> Com St
Performance Share Award	<u>(1)</u> <u>(4)</u>	07/02/2013		M <u>(1)</u>		5,692		07/02/2013 <u>(1)</u> <u>(4)</u> 07/02/2013 <u>(1)</u> <u>(4)</u> Com St
Performance Share Award	<u>(4)</u> <u>(2)</u>	07/02/2013		A <u>(2)</u>		3,802		07/02/2013 <u>(4)</u> <u>(2)</u> 07/02/2013 <u>(4)</u> <u>(2)</u> Com St
Performance Share Award	<u>(4)</u> <u>(2)</u>	07/02/2013		M <u>(2)</u>		3,802		07/02/2013 <u>(4)</u> <u>(2)</u> 07/02/2013 <u>(4)</u> <u>(2)</u> Com St

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lutey Mary Ellen 1775 SHERMAN STREET SUITE 1200 DENVER, CO 80203	VP & Regional Manager

## Signatures

Karin M. Writer  
(Attorney-In-Fact) 07/05/2013

\_\_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).

On July 2, 2013, the Compensation Committee of the Board of Directors of the issuer determined that 5,692 shares of the issuer's common stock had been earned by the reporting person under the terms of a grant of performance share awards (the "PSAs"), based on the achievement of specific performance criteria that were not tied solely to the market price of the issuer's common stock. The PSAs

- (1) were granted to the reporting person on July 1, 2010, and represent 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 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 PSAs granted on the award date), to the extent that the PSAs have vested under separate employment service vesting provisions.

On July 2, 2013, the Compensation Committee of the Board of Directors of the issuer determined that 3,802 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 awards (the "PSAs"), based on the achievement of specific performance criteria that were not tied solely to the market price of the issuer's common stock. The

- (2) PSAs were granted to the reporting person's husband on July 1, 2010, and represent 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 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 PSAs granted on the award date), to the extent that the PSAs have vested under separate employment service vesting provisions.

- (3) The reporting person's husband is also employed by the issuer and is eligible to earn grants of PSAs.

- (4) The PSAs vested 1/7th on July 1, 2011, 2/7ths on July 1, 2012, and 4/7ths 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.