### Edgar Filing: SM Energy Co - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue Section 17(a) of th	ES SECURITIES AND EX Washington, D.C. 2 OF CHANGES IN BENEI SECURITIES o Section 16(a) of the Secur e Public Utility Holding Co h) of the Investment Compa	<b>D549</b> FICIAL OW Ities Exchang mpany Act o	NERSHIP OF te Act of 1934, f 1935 or Section	OMB Number: Expires: Estimated a burden hou response		
(Print or Type Responses)						
1. Name and Address of Reporting Person <u>*</u> Whitcomb David J.			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction					
1775 SHERMAN STREET, SUITE 1200	(Month/Day/Year) 07/02/2013		Director X Officer (give below) VI		Owner er (specify	
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)		<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
DENVER, CO 80203			Person			
(City) (State) (Zip)	Table I - Non-Derivative				-	
(Instr. 3) any	tion Date, if Transaction(A) or I	, 4 and 5) (A) or	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)	
Stock; \$.01 07/02/2013 Par Value	M <u>(1)</u> 7,296	A (1)	40,078	D		
Common Stock; \$.01 07/02/2013 Par Value	F 2,335	D <sup>\$</sup> 60.61	37,743	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. Numb onDerivati Securitia Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Tit Unde (Instr
							Date Exercisable	Expiration Date	Title
				Code V	(A)	(D)			
Performance Share Award	<u>(1)</u> <u>(2)</u>	07/02/2013		A <u>(1)</u>	7,296		07/02/2013(1)(2)	07/02/2013(1)(2)	Con St
Performance Share Award	<u>(1)</u> <u>(2)</u>	07/02/2013		M <u>(1)</u>		7,296	07/02/2013(1)(2)	07/02/2013(1)(2)	Con St

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Whitcomb David J. 1775 SHERMAN STREET, SUITE 120 DENVER, CO 80203	0		VP-Marketing				
Signatures							
Karin M. Writer (Attorney-In-Fact)	07/05/2013						
**Signature of Reporting Person	Date						
Explanation of Respon	6061						

### 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 7,296 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.
- (2) 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.