

SM Energy Co  
Form 4  
July 06, 2016

**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 \*  
Whitcomb David J.

(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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

VP-Marketing

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(A) or Disposed of (D) 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)
Common Stock; \$.01 Par Value	12/31/2015		J <sup>(1)</sup>	V 11 A \$ 16.711	44,126	D	
Common Stock; \$.01 Par Value	06/30/2016		J <sup>(2)</sup>	V 1,164 A \$ 16.711	45,290	D	
Common Stock; \$.01 Par Value	07/01/2016		M	404 A <u>(3)</u>	45,694	D	
Common Stock; \$.01	07/01/2016		F	130 D \$ 27	45,564	D	

Edgar Filing: SM Energy Co - Form 4

Par Value

Common Stock; \$.01 Par Value	07/01/2016	M	287	A	(4)	45,851	D
Common Stock; \$.01 Par Value	07/01/2016	F	92	D	\$ 27	45,759	D
Common Stock; \$.01 Par Value	07/01/2016	M	476	A	(5)	46,235	D
Common Stock; \$.01 Par Value	07/01/2016	F	153	D	\$ 27	46,082	D
Common Stock; \$.01 Par Value	07/01/2016	M	679	A	(6)	46,761	D
Common Stock; \$.01 Par Value	07/01/2016	F	218	D	\$ 27	46,543	D

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	07/01/2016		M		(3)	(3)	Common Stock	404	(3)
	(4)	07/01/2016		M		(4)	(4)		287	(4)

Restricted  
Stock  
Units

Common  
Stock

Restricted  
Stock  
Units

(5)

07/01/2016

M

476

(5)

(5)

Common  
Stock

476

(5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitcomb David J. 1775 SHERMAN STREET, SUITE 1200 DENVER, CO 80203			VP-Marketing	

## Signatures

Karin M. Writer  
(Attorney-In-Fact)

07/06/2016

\_\_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 11 shares of the issuer's common stock on December 31, 2015 through the issuer's Employee Stock Purchase Plan.

(2) The reporting person purchased 1,164 shares of the issuer's common stock on June 30, 2016, through the issuer's Employee Stock Purchase Plan.

(3) 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, 2014. The vested shares were issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares lapsed.

(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, 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.

(5) 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 will be issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse.

(6) On July 1, 2016, the Compensation Committee of the Board of Directors of the issuer determined that 679 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.

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.