SM Energy Co Form 4 July 06, 2015

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

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(b).

1. Name and Address of Reporting Person *

1200

OMB APPROVAL

OMB Number:

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5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ottoson Javan D Issuer Symbol SM Energy Co [SM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1775 SHERMAN STREET, SUITE 07/01/2015 below) President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DENVER, CO 80203 Person

	(City)	(State)	(Zip) Tabl	e I - No	on-I	Derivative :	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
S	Title of ecurity nstr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	Transactionor Disposed of (D)		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)		
\$ \$	ommon tock; 01 Par alue	12/31/2014		Code $J_{(1)}$	V	Amount 126	(D)	Price \$ 32.793	100,358	D	
\$ \$	ommon tock; 01 Par alue	06/30/2015		J(2)	V	557	A	\$ 32.793	100,915	D	
\$ \$	ommon tock; 01 Par alue	07/01/2015		M		2,716	A	(3)	103,631	D	

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Common Stock; \$.01 Par Value	07/01/2015	F	869	D	\$ 46.12	102,762	D
Common Stock; \$.01 Par Value	07/01/2015	M	2,501	A	<u>(4)</u>	105,263	D
Common Stock; \$.01 Par Value	07/01/2015	F	800	D	\$ 46.12	104,463	D
Common Stock; \$.01 Par Value	07/01/2015	M	2,774	A	<u>(5)</u>	107,237	D
Common Stock; \$.01 Par Value	07/01/2015	F	1,188	D	\$ 46.12	106,049	D
Common Stock; \$.01 Par Value	07/01/2015	M	23,086	A	<u>(6)</u>	129,135	D
Common Stock; \$.01 Par Value	07/01/2015	F	10,755	D	\$ 46.12	118,380	D

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

3. Transaction Date 3A. Deemed

1. Title of

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SEC 1474

(9-02)

5. Number of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code	orDerivativ Securities (A) or Di (D) (Instr. 3,	s Acquired isposed of	Expiration Date (Month/Day/Year)		Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh

6. Date Exercisable and 7. Title and Amour

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Restricted Stock Units	<u>(3)</u>	07/01/2015	M		2,716	(3)	(3)	Common Stock	2,7
Restricted Stock Units	<u>(4)</u>	07/01/2015	M		2,501	<u>(4)</u>	<u>(4)</u>	Common Stock	2,5
Restricted Stock Units	<u>(5)</u>	07/01/2015	M		2,774	(5)	(5)	Common Stock	2,7
Preformance Share Units	<u>(6)</u>	07/01/2015	A	23,086		<u>(6)</u>	<u>(6)</u>	Common Stock	23,0
Performance Share Units	<u>(6)</u>	07/01/2015	M		23,086	<u>(6)</u>	<u>(6)</u>	Common Stock	23,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ottoson Javan D

1775 SHERMAN STREET SUITE 1200

President & CEO

DENVER, CO 80203

Signatures

Karin M. Writer (Attorney-In-Fact)

07/06/2015

**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 126 shares of the issuer's common stock on December 31, 2014, through the issuer's Employee Stock Purchase Plan.
- (2) The reporting person purchased 557 shares of the issuer's common stock on June 30, 2015, through the issuer's Employee Stock Purchase
- 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, 2013. The vested shares were issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares lapsed.
- 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.
- Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal (5) 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.
- (6) On July 1, 2015, the Compensation Committee of the Board of Directors of the issuer determined that 23,086 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, 2012, 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

Reporting Owners 3

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on the award date), to the extent that the PSUs have vested under separate employment service vesting provisions. The PSUs vested in three equal annual installments beginning on July 1, 2013.

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