Lutey Mary Ellen Form 4 August 02, 2017

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Lutey Mary Ellen

2. Issuer Name and Ticker or Trading

Symbol

SM Energy Co [SM]

(Middle)

3. Date of Earliest Transaction

08/02/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

1. Title of

Security

(Instr. 3)

(First)

(Month/Day/Year)

Director X_ Officer (give title

10% Owner Other (specify

below)

below) Sr. VP & Regional Manager

1775 SHERMAN STREET, SUITE 1200

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DENVER, CO 80203

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Code Securities Security or Exercise any (Month/Day/Year) (Instr. 3 and 4) Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	l of					(Inst
				Code V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	08/02/2017		A	7,940		<u>(1)</u>	<u>(1)</u>	Common Stock	7,940	\$
Restricted Stock Units	<u>(2)</u>	08/02/2017		A	3,327		(2)	(2)	Common Stock; \$.01 Par Value	3,327	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lutey Mary Ellen

1775 SHERMAN STREET

SUITE 1200

DENVER, CO 80203

Sr. VP & Regional Manager

Signatures

Karin M. Writer (Attorney-In-Fact)

08/02/2017

**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).
- Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal (1) annual installments beginning July 1, 2018. 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 annual installments beginning July 1, 2018. The vested shares will be issued to the reporting person's husband on the vesting dates, at which time all restrictions on the vested shares will lapse.
- (3) The reporting person's husband is also employed by the issuer, purchases the issuers's common stock through the issuer's Employee Stock Purchase Plan, and receives grants of restricted stock units and performance share awards.

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.

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