

SM Energy Co  
Form 4  
July 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Knott Kenneth 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)  
**07/01/2014**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP- Land & Asst. Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (A) 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock: \$.01 Par Value   | 06/30/2014                           |  | J <sup>(1)</sup>               |   | 239 A \$ 70.6435  | 34,257   | D                                 |
| Common Stock: \$.01 Par Value   | 07/01/2014                           |  | M                              |   | 536 A ②   | 34,793   | D                                 |
| Common Stock: \$.01 Par Value   | 07/01/2014                           |  | F                              |   | 148 D \$ 84.1   | 34,645   | D                                 |

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|                              |            |   |       |   |          |        |   |
|------------------------------|------------|---|-------|---|----------|--------|---|
| Common Stock: \$01 Par Value | 07/01/2014 | M | 543   | A | (3)      | 35,188 | D |
| Common Stock: \$01 Par Value | 07/01/2014 | F | 149   | D | \$ 84.1  | 35,039 | D |
| Common Stock: \$01 Par Value | 07/01/2014 | M | 444   | A | (4)      | 35,483 | D |
| Common Stock: \$01 Par Value | 07/01/2014 | F | 122   | D | \$ 84.1  | 35,361 | D |
| Common Stock: \$01 Par Value | 07/02/2014 | M | 1,550 | A | (5)      | 36,911 | D |
| Common Stock: \$01 Par Value | 07/02/2014 | F | 426   | D | \$ 84.35 | 36,485 | D |

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

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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) | Amount or Number of Shares |     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |     |
| Restricted Stock Units                     | (2)  | 07/01/2014                           |  | M                              |   | (2)  | (2)   | Common Stock               | 536 |

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|                         |     |            |   |       |     |     |              |       |
|-------------------------|-----|------------|---|-------|-----|-----|--------------|-------|
| Restricted Stock Units  | (3) | 07/01/2014 | M | 543   | (3) | (3) | Common Stock | 543   |
| Restricted Stock Units  | (4) | 07/01/2014 | M | 444   | (4) | (4) | Common Stock | 444   |
| Performance Share Units | (5) | 07/02/2014 | A | 1,550 | (5) | (5) | Common Stock | 1,550 |
| Performance Share Units | (5) | 07/02/2014 | M | 1,550 | (5) | (5) | Common Stock | 1,550 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Knott Kenneth J.<br>1775 SHERMAN STREET<br>SUITE 1200<br>DENVER, CO 80203 |               |           | VP- Land & Asst. Secretary |       |

## Signatures

Karin M. Writer  
(Attorney-In-Fact) 07/03/2014

\_\_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 239 shares of the issuer's common stock on June 30, 2014, through the issuer's Employee Stock Purchase Plan.  
Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vested over a
- (2) three-year period, with 1/7th vesting on July 2, 2012, 2/7th vesting on July 1, 2013, and 4/7th vesting 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.  
Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal
- (3) annual installments beginning on July 1, 2013. 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
- (4) 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.  
On July 2, 2014, the Compensation Committee of the Board of Directors of the issuer determined that 1,550 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, 2011, and represent the right to receive, upon the settlement of the PSUs, the determined
- (5) 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 1/7th on July 1, 2012, 2/7ths on July 1, 2013, and 4/7ths on July 1, 2014.

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.