

SM Energy Co  
 Form 4  
 July 06, 2015

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Copeland David W

(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)  
 07/01/2015

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)

EVP, GC & Corp. Sec.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock; \$.01 Par Value	06/30/2015		J <sup>(1)</sup>	V	648	A	\$ 32.793
Common Stock; \$.01 Par Value	07/01/2015		M		934	A	<u>(2)</u> 56,143
Common Stock; \$.01 Par Value	07/01/2015		F		299	D	\$ 46.12 55,844
Common Stock; \$.01	07/01/2015		M		834	A	<u>(3)</u> 56,678

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Par Value

Common Stock; \$.01 07/01/2015 F 267 D \$ 46.12 56,411 D  
Par Value

Common Stock; \$.01 07/01/2015 M 693 A (4) 57,104 D  
Par Value

Common Stock; \$.01 07/01/2015 F 222 D \$ 46.12 56,882 D  
Par Value

Common Stock; \$.01 07/01/2015 M 7,936 A (5) 64,818 D  
Par Value

Common Stock; \$.01 07/01/2015 F 2,539 D \$ 46.12 62,279 D  
Par Value

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.**

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(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)	07/01/2015		M		(2)	(2)	Common Stock	934
Restricted Stock Units	(3)	07/01/2015		M		(3)	(3)	Common Stock	834
Restricted Stock Units	(4)	07/01/2015		M		(4)	(4)	Common Stock	693
Performance Share Units	(5)	07/01/2015		A	7,936	(5)	(5)	Common Stock	7,936
	(5)	07/01/2015		M	7,936	(5)	(5)		7,936

Performance  
Share Units

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Copeland David W 1775 SHERMAN STREET SUITE 1200 DENVER, CO 80203			EVP, GC & Corp. Sec.	

## 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 648 shares of the issuer's common stock on June 30, 2015, 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 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.
- (3) 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.
- (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) On July 1, 2015, the Compensation Committee of the Board of Directors of the issuer determined that 7,936 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 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.

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.