

SM Energy Co  
Form 4  
July 03, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Leyendecker Gregory T

(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)

07/01/2013

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)

Sr. VP & Regional Manager

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock; \$.01<br>Par Value   | 06/28/2013                              |                                                             | J <sup>(1)</sup>                     | 259 A \$<br>44.38                                                       | 30,630                                                                                                             | D                                                                    |                                         |
| Common<br>Stock; \$.01<br>Par Value   | 07/01/2013                              |                                                             | M                                    | 1,312 A <del>(2)</del>                                                  | 31,942                                                                                                             | D                                                                    |                                         |
| Common<br>Stock; \$.01<br>Par Value   | 07/01/2013                              |                                                             | F                                    | 359 D \$<br>59.98                                                       | 31,583                                                                                                             | D                                                                    |                                         |
| Common<br>Stock; \$.01                | 07/01/2013                              |                                                             | M                                    | 382 A <del>(3)</del>                                                    | 31,965                                                                                                             | D                                                                    |                                         |

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Par Value

|                                     |            |   |     |   |             |        |   |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock; \$.01<br>Par Value | 07/01/2013 | F | 105 | D | \$<br>59.98 | 31,860 | D |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|

|                                     |            |   |     |   |     |        |   |
|-------------------------------------|------------|---|-----|---|-----|--------|---|
| Common<br>Stock; \$.01<br>Par Value | 07/01/2013 | M | 763 | A | (4) | 32,623 | D |
|-------------------------------------|------------|---|-----|---|-----|--------|---|

|                                     |            |   |     |   |             |        |   |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock; \$.01<br>Par Value | 07/01/2013 | F | 209 | D | \$<br>59.98 | 32,414 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (2)                                                                   | 07/01/2013                              |                                                             | M                                       |                                                                                                                 | 1,312                                                          |     | 07/01/2013                                                          | 07/01/2013         | Common<br>Stock | 1,312                                  |
| Restricted<br>Stock<br>Units                        | (3)                                                                   | 07/01/2013                              |                                                             | M                                       |                                                                                                                 | 382                                                            |     | 07/01/2013                                                          | 07/01/2013         | Common<br>Stock | 382                                    |
| Restricted<br>Stock<br>Units                        | (4)                                                                   | 07/01/2013                              |                                                             | M                                       |                                                                                                                 | 763                                                            |     | 07/01/2013                                                          | 07/01/2013         | Common<br>Stock | 763                                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Leyendecker Gregory T  
1775 SHERMAN STREET  
SUITE 1200  
DENVER, CO 80203

Sr. VP & Regional Manager

## Signatures

Karin M. Writer  
(Attorney-In-Fact)

07/03/2013

\_\_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 259 shares of the issuer's common stock on June 28, 2013, 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 1, 2011, 2/7th vesting on July 2, 2012, and 4/7th vesting 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 over a three-year  
(3) 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 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, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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