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SM Energy Co Form 4 July 06, 2015 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 5 obligations may continue. See Instruction 1(c). Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(c). Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Public Utility Holding Company Act of 1935 or Section (Check this box if no longer subject to Section 17(a) of the Investment Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Investment Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Investment Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Public Utility Holding Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Investment Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Investment Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Investment Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Investment Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Investment Company Act of 1940 (Check this box if no longer subject to Section 17(a) of the Investment Check to Section 17(a) of the Investment Check to Section 17(a) of the Investment Check to Section 17									
1. Name and Address of Reporting Perso Whitcomb David J.	Symbol	er Name a ergy Co		Ticker or	Tradii	ng	5. Relationship of l Issuer		
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 1775 SHERMAN STREET, SUITE 07/01/2015 1200				(Check all applicable) <u></u> Director 10% Owner <u></u> Officer (give title Other (specify below) VP-Marketing					
(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						rson			
(City) (State) (Zip)	Tab	ole I - Noi	n-D	erivative	Secur	ities Acqu	iired, Disposed of,	or Beneficial	ly Owned
Security (Month/Day/Year) Exec (Instr. 3) any	e of 2. Transaction Date 2A. Deemed 3. 4. Security (Month/Day/Year) Execution Date, if Transaction(A) or			4. Securi n(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
-		Code	v	Amount		Price	(Instr. 3 and 4)		
Common Stock; \$.01 12/31/2014 Par Value		J <u>(1)</u>	V	22	А	\$ 32.793	39,942	D	
Common Stock; \$.01 06/30/2015 Par Value		J <u>(2)</u>	v	635	А	\$ 32.793	40,577	D	
Common Stock; \$.01 07/01/2015 Par Value		М		476	A	<u>(3)</u>	41,053	D	
Common 07/01/2015 Stock; \$.01		F		153	D	\$ 46.12	40,900	D	

Par Value

Common Stock; \$.01 07/01/2015 Par Value	М	403	А	<u>(4)</u>	41,303	D
Common Stock; \$.01 07/01/2015 Par Value	F	129	D	\$ 46.12	41,174	D
Common Stock; \$.01 07/01/2015 Par Value	М	287	А	<u>(5)</u>	41,461	D
Common Stock; \$.01 07/01/2015 Par Value	F	92	D	\$ 46.12	41,369	D
Common Stock; \$.01 07/01/2015 Par Value	М	4,040	А	<u>(6)</u>	45,409	D
Common Stock; \$.01 07/01/2015 Par Value	F	1,294	D	\$ 46.12	44,115	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.

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. Transacti Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)))		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(3)</u>	07/01/2015		М		476	(3)	(3)	Common Stock	476
Restricted Stock Units	<u>(4)</u>	07/01/2015		М		403	(4)	(4)	Common Stock	403
Restricted Stock Units	<u>(5)</u>	07/01/2015		М		287	(5)	(5)	Common Stock	287

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Performance Share Units	<u>(6)</u>	07/01/2015	А	4,040	(6)	(6)	Common Stock	4,040
Performance Share Units	<u>(6)</u>	07/01/2015	М	4,040	(6)	(6)	Common Stock	4,040

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Whitcomb David J. 1775 SHERMAN STREET, SUITE 120 DENVER, CO 80203	0		VP-Marketing					
Signatures								
Karin M. Writer (Attorney-In-Fact)	07/06/2015							
**Signature of Reporting Person	Date							
Explanation of Respon	10001							

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 22 shares of the issuer's common stock on December 31, 2014 through the issuer's Employee Stock Purchase Plan.
- (2) The reporting person purchased 635 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 (3) 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(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.

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.

On July 1, 2015, the Compensation Committee of the Board of Directors of the issuer determined that 4,040 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

(6) 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.