

Ottoson Javan D  
 Form 4  
 July 05, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Ottoson Javan D

(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)  
 07/02/2012

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)  
 Exec VP & COO

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock; \$.01 Par Value	06/29/2012		J <sup>(1)</sup>		243 A \$ 41.7435	25,101	D
Common Stock; \$.01 Par Value	07/02/2012		M		1,838 A 26,939	26,939	D
Common Stock; \$.01 Par Value	07/02/2012		F		572 D \$ 48.11	26,367	D

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Common  
Stock;  
\$.01 Par  
Value

07/02/2012	M	588	A	(3)	26,955	D
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Common  
Stock;  
\$.01 Par  
Value

07/02/2012	F	183	D	\$ 48.11	26,772	D
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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)	07/02/2012		M	1,838	07/02/2012 07/02/2012	Common Stock	1,838
Restricted Stock Units	(3)	07/02/2012		M	588	07/02/2012 07/02/2012	Common Stock	588

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ottoson Javan D 1775 SHERMAN STREET SUITE 1200 DENVER, CO 80203			Exec VP & COO	

## Signatures

Karin M. Writer  
(Attorney-In-Fact)

07/05/2012

        \*\*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 243 shares of the issuer's common stock on June 29, 2012, 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 vests over a 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 will be issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse.
- (2) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests over a 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 will be issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse.
- (3) Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests over a 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 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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