

Knott Kenneth J.
Form 4
July 05, 2018

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 *
Knott Kenneth J.

2. Issuer Name and Ticker or Trading Symbol
SM Energy Co [SM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1775 SHERMAN STREET, SUITE 1200

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Bus Dv & Land & Asst Sec

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

DENVER, CO 80203

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock: \$.01 Par Value	06/29/2018		J ⁽¹⁾	V 1,039 A \$ 18.768	46,603	D	
Common Stock: \$.01 Par Value	07/02/2018		M	572 A <u>(2)</u>	47,175	D	
Common Stock: \$.01 Par Value	07/02/2018		F	140 D \$ 25.69	47,035	D	
Common Stock: \$.01	07/02/2018		M	831 A <u>(3)</u>	47,866	D	

Par Value

Common
 Stock: \$.01 07/02/2018 F 203 D \$ 25.69 47,663 D
 Par Value

Common
 Stock: \$.01 07/02/2018 M 2,016 A (4) 49,679 D
 Par Value

Common
 Stock: \$.01 07/02/2018 F 491 D \$ 25.69 49,188 D
 Par Value

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

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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)	8. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	07/02/2018		M	572	(2) (2)	Common Stock	572	0
Restricted Stock Units	(3)	07/02/2018		M	831	(3) (3)	Common Stock	831	0
Restricted Stock Units	(4)	07/02/2018		M	2,016	(4) (4)	Common Stock	2,016	0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Knott Kenneth J.
1775 SHERMAN STREET
SUITE 1200
DENVER, CO 80203

SVP-Bus Dv & Land & Asst Sec

Signatures

Karin M. Writer
(Attorney-In-Fact)

07/05/2018

__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 1,039 shares of the issuer's common stock on June 29, 2018, 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, 2016. 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, 2017. 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, 2018. 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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