

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SM Energy Company
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

41-0518430
(I.R.S. Employer
Identification No.)

1775 Sherman Street, Suite 1200
Denver, Colorado 80203
(Address of Principal Executive Offices) (Zip Code)

Equity Incentive Compensation Plan
(**f/k/a St. Mary Land & Exploration Company Equity Incentive Compensation Plan**)
(Full title of the plan)

Anthony J. Best
President and Chief Executive Officer
SM Energy Company
1775 Sherman Street, Suite 1200
Denver, Colorado 80203
(Name and address of agent for service)

(303) 861-8140
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

<u>Title of securities to be registered</u>	<u>Amount to be registered</u>	<u>Proposed maximum offering price per share</u>	<u>Proposed maximum aggregate offering price</u>	<u>Amount of registration fee</u>
Common stock, \$0.01 par value ⁽¹⁾	1,645,050 shares ⁽²⁾	\$42.65 ⁽³⁾	\$70,161,382.50	\$5,002.51 ⁽⁴⁾

- ⁽¹⁾ Includes associated stock purchase rights under the registrant's shareholder rights plan adopted on July 15, 1999, as amended, that are deemed to be delivered with each share of common stock issued by the registrant and currently are not separately transferable apart from the common stock.
- ⁽²⁾ Pursuant to Rule 416 under the Securities Act of 1933, this registration statement shall be deemed to cover any additional shares which become issuable as a result of a stock split, stock dividend or similar transaction.
- ⁽³⁾ Solely for the purpose of computing the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, the price shown is based upon the price of \$42.65 per share, which is the average of the high and low selling prices for the registrant's common stock as reported on the New York Stock Exchange on November 1, 2010.
- ⁽⁴⁾ Calculated under Section 6(b) of the Securities Act of 1933 as 0.00007130 of \$70,161,383.

EXPLANATORY NOTE

This registration statement relates to the previously filed registration statements discussed below and is being filed under General Instruction E. of Form S-8 in order to register additional shares of the same class as other securities for which registration statements filed on this form relating to the same employee benefit plan are effective.

On May 17, 2006, the registrant filed a registration statement on Form S-8 (File No. 333-134221) to register 2,600,225 shares of common stock issuable under the St. Mary Land & Exploration Company 2006 Equity Incentive Compensation Plan, which as part of amendments thereto in March 2009 was renamed the St. Mary Land & Exploration Company Equity Incentive Compensation Plan and as part of amendments thereto in July 2010 to reflect the change in the name of the registrant from St. Mary Land & Exploration Company to SM Energy Company was renamed the Equity Incentive Compensation Plan (the "Plan"). On June 19, 2008, the registrant filed a registration statement on Form S-8 (File No. 333-151779) to register an additional 2,001,194 shares of common stock issuable under the Plan. On March 26, 2010, the registrant filed a registration statement on Form S-8 (File No. 333-165740) to register an additional 2,519,367 shares of common stock issuable under the Plan. The contents of those registration statements are incorporated by reference into this registration statement. The registrant is now filing this separate registration statement to register an additional 1,645,050 shares of common stock which may be issued under the Plan. Of the additional 1,645,050 shares of common stock being registered under this registration statement, (i) 1,600,000 shares are attributable to an amendment to the Plan approved by the stockholders of the registrant on May 26, 2010; and (ii) 45,050 shares are attributable to certain forfeited awards under a predecessor plan, which pursuant to the terms of the Plan are added to the number of shares issuable under the Plan.

Item 8. Exhibits.

The following exhibits are filed as part of this registration statement:

Exhibit No.	Description
5.1*	Opinion of Ballard Spahr LLP
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Ballard Spahr LLP (included in Exhibit 5.1)
23.3*	Consent of Ryder Scott Company, L.P.
23.4*	Consent of Netherland, Sewell & Associates, Inc.
24.1*	Power of Attorney (included in signature page hereof)
99.1	Equity Incentive Compensation Plan, As Amended as of July 30, 2010 (filed as Exhibit 10.7 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, and incorporated herein by reference)

* Filed herewith.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on November 4, 2010.

SM ENERGY COMPANY

By: /s/ ANTHONY J. BEST
Anthony J. Best
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby authorizes, constitutes and appoints Anthony J. Best and A. Wade Pursell his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, and each with full power to act alone, for the undersigned and in his or her own name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments and other amendments thereto) to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing as the undersigned could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ANTHONY J. BEST</u> Anthony J. Best	President and Chief Executive Officer, and a Director	November 4, 2010
<u>/s/ A. WADE PURSELL</u> A. Wade Pursell	Executive Vice President and Chief Financial Officer	November 4, 2010
<u>/s/ MARK T. SOLOMON</u> Mark T. Solomon	Controller	November 4, 2010
<u>/s/ WILLIAM D. SULLIVAN</u> William D. Sullivan	Chairman of the Board of Directors	November 4, 2010
<u>/s/ BARBARA M. BAUMANN</u> Barbara M. Baumann	Director	November 4, 2010
<u>/s/ LARRY W. BICKLE</u> Larry W. Bickle	Director	November 4, 2010
<u>/s/ WILLIAM J. GARDNER</u> William J. Gardner	Director	November 4, 2010
<u>/s/ JULIO M. QUINTANA</u> Julio M. Quintana	Director	November 4, 2010
<u>/s/ JOHN M. SEIDL</u> John M. Seidl	Director	November 4, 2010



1225 17th Street, Suite 2300
Denver, CO 80202-5596
TEL 303.292.2400
FAX 303.296.3956
www.ballardspahr.com

November 4, 2010

SM Energy Company
1775 Sherman Street, Suite 1200
Denver, Colorado 80203

Re: Registration Statement on Form S-8 for Additional Shares of Common Stock Issuable Under Equity Incentive Compensation Plan

Ladies and Gentlemen:

We have acted as counsel to SM Energy Company, a Delaware corporation (the "Company"), in connection with the filing of the Registration Statement on Form S-8 (the "Registration Statement") with respect to the registration under the Securities Act of 1933, as amended, of a total of 1,645,050 additional shares of the Company's common stock, par value \$.01 per share (the "Shares"), issuable from time to time pursuant to awards granted under the Company's Equity Incentive Compensation Plan, as amended (the "Plan").

In connection therewith, we have examined, and relied upon the accuracy of factual matters contained in, the Plan and originals and copies, certified or otherwise identified to our satisfaction, of such other agreements, documents, corporate records and instruments as we have deemed necessary for the purposes of the opinion expressed below. In giving this opinion, we are assuming the authenticity of all instruments presented to us as originals, the conformity with the originals of all instruments presented to us as copies and the genuineness of all signatures. We are also assuming that the Shares will continue to be duly and validly authorized on the dates that the Shares are issued to participants pursuant to the terms of the Plan, and, upon the issuance of any of the Shares, the total number of shares of common stock of the Company issued and outstanding, after giving effect to such issuance of such Shares, will not exceed the total number of shares of common stock that the Company is then authorized to issue under its certificate of incorporation.

Based upon the foregoing, we are of the opinion that the Shares, when issued pursuant to awards granted pursuant to the terms of the Plan and upon payment of the exercise or purchase price, if applicable, in accordance with the terms of the Plan, will be legally issued, fully paid and nonassessable.

Atlanta | Baltimore | Bethesda | Denver | Las Vegas | Los Angeles | New Jersey | Philadelphia | Phoenix | Salt Lake City | Washington, DC | Wilmington

This opinion is limited to the matters expressly stated herein. No implied opinion may be inferred to extend this opinion beyond the matters expressly stated herein. We do not undertake to advise you of any changes in the opinion expressed herein resulting from changes in law, changes in facts or any other matters that might occur or be brought to our attention after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ BALLARD SPAHR LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 23, 2010, relating to the consolidated financial statements of SM Energy Company (formerly St. Mary Land & Exploration Company) and subsidiaries (which report expresses an unqualified opinion and includes explanatory paragraphs regarding the Company's adoption of new accounting standards) and the effectiveness of SM Energy Company's internal control over financial reporting appearing in the Annual Report on Form 10-K of SM Energy Company for the year ended December 31, 2009.

/s/ DELOITTE & TOUCHE LLP
Deloitte & Touche LLP

Denver, Colorado
November 3, 2010



RYDER SCOTT COMPANY
PETROLEUM CONSULTANTS
TBP&E FIRM LIC. NO. F-1580

621 SEVENTEENTH STREET

SUITE 1550

DENVER, COLORADO 80293 TELEPHONE (303) 623-9147

FAX (303) 623-4258

Exhibit 23.3

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

The undersigned hereby consents to the references to our firm in the form and context in which they appear in the Annual Report on Form 10-K of St. Mary Land & Exploration Company (which changed its name to SM Energy Company effective June 1, 2010) for the year ended December 31, 2009. We hereby further consent to the use of information contained in our reports, and the use of our audit letter, as of December 31, 2009, relating to estimates of revenues from the Company's oil and gas reserves, which letter was prepared in accordance with the disclosure requirements set forth in the SEC regulations and intended for public disclosure as an exhibit in filings made with the SEC by the Company. We further consent to the incorporation by reference thereof into this Registration Statement on Form S-8.

/s/ RYDER SCOTT COMPANY, L.P.
Ryder Scott Company, L.P.

Denver, Colorado
November 3, 2010

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS AND GEOLOGISTS

The undersigned hereby consents to the references to our firm in the form and context in which they appear in the Annual Report on Form 10-K of St. Mary Land & Exploration Company (which changed its name to SM Energy Company effective June 1, 2010) for the year ended December 31, 2009. We further consent to the incorporation by reference thereof into this Registration Statement on Form S-8.

NETHERLAND, SEWELL & ASSOCIATES, INC.

By: /s/ C.H. (SCOTT) REES III, P.E.
C.H. (Scott) Rees III, P.E.
Chairman and Chief Executive Officer

Dallas, Texas
November 4, 2010