

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

April 3, 2012 (March 29, 2012)

**SM Energy Company**

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-31539 (Commission File Number)	41-0518430 (I.R.S. Employer Identification No.)
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1775 Sherman Street, Suite 1200, Denver, Colorado  
(Address of principal executive offices)

80203  
(Zip Code)

Registrant's telephone number, including area code: (303) 861-8140

Not applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The following sets forth a summary of the base salaries for 2012 for SM Energy Company's (the "*Company*") Chief Executive Officer, Chief Financial Officer, and the other named executive officers of the Company for whom compensation disclosure was required in the Company's most recent proxy statement filed with the Securities and Exchange Commission on April 12, 2011 (the "*2011 Proxy Statement*"). On March 29, 2012, the Compensation Committee of the Board of Directors of the Company approved the following 2012 base salaries:

Name and Principal Position	2012 Base Salary
Anthony J. Best President and Chief Executive Officer	\$650,000
A. Wade Pursell Executive Vice President and Chief Financial Officer	\$360,000
Javan D. Ottoson Executive Vice President and Chief Operating Officer	\$430,000
Paul M. Veatch Senior Vice President and Regional Manager	\$280,000

Milam Randolph Pharo, who was a named executive officer of the Company in the 2011 Proxy Statement, retired from the Company effective December 31, 2010.

**Item 7.01 Regulation FD Disclosure.**

In accordance with General Instruction B.2. of Form 8-K, the following information, including Exhibits 99.1, 99.2, and 99.3, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall such information and Exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing.

On March 30, 2011, the Company issued a press release notifying the holders of the Company's 3.50% Senior Convertible Notes due 2027 (the "*Notes*") that the Company had determined that the contingent interest payable on the Notes for the period from April 1, 2012, until September 30, 2012, was equal to \$1.6996 per \$1,000 principal amount of the Notes. A copy of the press release is furnished as Exhibit 99.1 to this report and incorporated by reference herein.

On April 2, 2012, the Company issued a press release announcing that the Company had completed its put right offer related to the Notes. A copy of the press release is furnished as Exhibit 99.2 to this report and incorporated by reference herein.

On April 2, 2012, the Company also issued a press release notifying the holders of the Notes that the Company had elected to redeem all Notes outstanding on May 2, 2012. A copy of the press release is furnished

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as Exhibit 99.3 to this report and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

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| (d) Exhibits. | The following exhibits are furnished as part of this report:   |
| Exhibit 99.1  | Press release of the Company dated March 30, 2012, entitled "SM Energy Announces Determination of Contingent Interest Amounts for 3.50% Senior Convertible Notes Due 2027" |
| Exhibit 99.2  | Press release of the Company dated April 2, 2012, entitled "SM Energy Announces Completion of Put Right Offer for 3.50% Senior Convertible Notes Due 2027"                 |
| Exhibit 99.3  | Press release of the Company dated April 2, 2012, entitled "SM Energy Notifies Holders of Election to Redeem 3.50% Senior Convertible Notes Due 2027"                      |
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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SM ENERGY COMPANY

Date: April 3, 2012

By: /s/ KELLY E. COLLINS

Kelly E. Collins

Director of Financial Reporting & Assistant  
Corporate Secretary

**FOR IMMEDIATE RELEASE**

**SM ENERGY ANNOUNCES DETERMINATION OF CONTINGENT INTEREST AMOUNTS FOR 3.50% SENIOR CONVERTIBLE NOTES DUE 2027**

**DENVER, CO - March 30, 2012**- SM Energy Company (NYSE:SM) today announces its determination that contingent interest will be payable on its outstanding 3.50% Senior Convertible Notes due 2027 (the "Notes") during the contingent interest period from April 1, 2012, to September 30, 2012, equal to \$1.6996 per \$1,000 principal amount of the Notes.

This press release is for information only and is not an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell securities of SM Energy Company.

**ABOUT THE COMPANY**

SM Energy Company is an independent energy company engaged in the acquisition, exploration, development, and production of crude oil, natural gas, and natural gas liquids in onshore North America. SM Energy routinely posts important information about the company on its website. For more information about SM Energy, please visit its website at [www.sm-energy.com](http://www.sm-energy.com).

**FOR IMMEDIATE RELEASE**

**SM ENERGY ANNOUNCES COMPLETION OF PUT RIGHT OFFER  
FOR 3.50% SENIOR CONVERTIBLE NOTES DUE 2027**

**DENVER, CO - April 2, 2012-** SM Energy Company (NYSE:SM) today announces the completion of the put right offer related to its outstanding 3.50% Senior Convertible Notes due 2027 (the "Notes"). The put right offer expired at 12:00 midnight (one minute after 11:59 p.m.), New York City time on March 30, 2012. The tender offer was made pursuant to a Schedule TO (as amended), including a Put Right Notice dated March 5, 2012, which set forth the terms of the put right.

Based on information from Wells Fargo Bank, N.A., the paying agent for the Notes, holders of \$14,000 aggregate principal amount of the Notes had exercised their put right prior to the expiration of the put right offer. The aggregate purchase price of the Notes for which holders had exercised their put right was \$14,000, which the Company has paid in cash.

This press release is for information only and is not an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell securities of SM Energy Company. The offer to purchase the Notes was made only pursuant to the Company's Put Right Notice dated March 5, 2012, as supplemented and amended, and related documents.

Materials filed with the SEC will be available electronically without charge at the SEC's website, [www.sec.gov](http://www.sec.gov). Documents filed with the SEC may also be obtained without charge at SM Energy's website, [www.sm-energy.com](http://www.sm-energy.com).

**ABOUT THE COMPANY**

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FOR IMMEDIATE RELEASE

**SM ENERGY NOTIFIES HOLDERS OF ELECTION TO REDEEM  
3.50% SENIOR CONVERTIBLE NOTES DUE 2027**

**DENVER, CO - April 2, 2012-** SM Energy Company (NYSE:SM) (the "Company") today announces that it has notified holders of its 3.50% Senior Convertible Notes due 2027 (the "Notes") of its election, in accordance with the terms of the indenture for the Notes, to redeem all Notes outstanding on the redemption date (\$287,486,000 aggregate principal amount of Notes are currently outstanding and the Company has received conversion notices with respect to \$339,000 principal amount of Notes), which will be May 2, 2012 (the "Redemption Date"). The redemption price, including accrued and unpaid interest (which includes contingent interest payable on the Notes), will equal approximately \$1,003.31 per \$1,000 principal amount of Notes (the "Redemption Price") and will be paid in cash on the Redemption Date. Unless the Company fails to pay the Redemption Price, which is due and payable on the Redemption Date, interest on the Notes will cease to accrue on and after the Redemption Date. The Notes must be presented and surrendered to Wells Fargo Bank, N.A., the paying agent for the Notes, in accordance with the applicable procedures of The Depository Trust Company, in order for a holder of Notes to collect the Redemption Price.

As a result of the Company's election to redeem the Notes, the Notes will be convertible at any time prior to the close of business, or 5:00 p.m. New York City time, on Monday, April 30, 2012. The current conversion rate for the Notes is 18.3757 shares of the Company's common stock per \$1,000 principal amount of the Notes. Holders of Notes that are converted on a conversion date in accordance with the provisions of the indenture for the Notes, prior to the Redemption Date, will not be paid the Redemption Price for such Notes.

This press release is for information only and is not an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell securities of the Company.

Holders of Notes may request a copy of the Company's Redemption Notice from the paying agent, Wells Fargo Bank, N.A.

*By Registered & Certified Mail:*  
WELLS FARGO BANK, N.A.  
Corporate Trust Operations  
MAC N9303-121  
PO Box 1517  
Minneapolis, MN 55480

*By Regular Mail & Overnight  
Courier:*  
WELLS FARGO BANK, N.A.  
Corporate Trust Operations  
MAC N9303-121  
Sixth & Marquette Avenue  
Minneapolis, MN 55479

*By Telephone:*  
(800) 344-5128

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