SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	1. Name and Address of Reporting Person* SULLIVAN WILLIAM D					2. Issuer Name and Ticker or Trading Symbol <u>SM Energy Co</u> [SM ]								all applicab	le)		10% Ov	vner
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 06/09/2020									Officer (g below)	ive title		Other ( below)	specify	
1775 SHERMAN ST SUITE 1200				4. If Amendment, Date of Original Filed (Month/Day/Year)									ividual or Joint/Group Filing (Check Applicable Line)					
СО	80	203												Form file	d by More	than O	ne Reportir	ig Person
(State)	(Zi	p)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date				Date		2A. Deemed Execution Date, if any (Month/Day/Year)								5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
								Code	v	Amount		(A) or (D)	Price					(Instr. 4)
Common Stock, \$.01 Par Value 06/0				09/2020				A <sup>(1)</sup> 48,650 A		\$ <mark>0</mark>	181,	,744		D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, ) if any		 Transacti Code (Ins	ion str.	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)			Securities Underly Derivative Security (Instr. 3 and 4)		derlying curity )	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported Transacti	ly Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	CO (State) y (Instr. 3) y (Instr. 3) , \$.01 Par \ 2. Conversion or Exercise Price of Derivative	CO 80 (State) (Zi Ta y (Instr. 3) , \$.01 Par Value 2. Conversion or Exercise Price of Derivative	CO 80203 (State) (Zip) Table I - Nor y (Instr. 3) , \$.01 Par Value Table II - ( 2. Conversion Or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	CO     80203       (State)     (Zip)       Table I - Non-Der       y (Instr. 3)     2. Tran Date (Month       y, \$.01 Par Value     06/0       Table II - Deriva (Month       2.     Table II - Deriva (e.g., Price of Date (Month/Day/Year)       2.     3A. Deemed Execution Date, if any (Month/Day/Year)	CO       80203         (State)       (Zip)         Table I - Non-Derivative         y (Instr. 3)       2. Transaction Date (Month/Day/Year)         s, \$.01 Par Value       06/09/2020         Table II - Derivative S (e.g., puts, c         conversion or Exercise Price of Derivative of Der	CO       80203         (State)       (Zip)         Table I - Non-Derivative Sec (Month/Day/Year)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)         3. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)         2. State       06/09/2020         2. Transaction Date (Month/Day/Year)       2. Transaction (Month/Day/Year)         3. Transaction Derivative Security       3. Transaction (Month/Day/Year)         3. Transaction Derivative Security       3. Transaction (Month/Day/Year)	CO       80203         (State)       (Zip)         Table I - Non-Derivative Securitie         Value         (Instr. 3)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       2. A. Deemed Execution if any (Month/Day/Year)         3. Transaction Date Or Exercise of Derivative       06/09/2020       5. Num Transaction Code (Instr. 8)         2. Conversion or Exercise of Derivative Securities of Month/Day/Year)       3. Deemed Execution Date (Month/Day/Year)       5. Num Transaction Code (Instr. 8)         2. Security       3. Transaction Date (Month/Day/Year)       3. Deemed Execution Date (Month/Day/Year)       5. Num Transaction Code (Instr. 8)	CO       80203         (State)       (Zip)         Table I - Non-Derivative Securities Acquired (Month/Day/Year)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)         2. S.01 Par Value       06/09/2020         Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, colspan="2">S. Number of Date (fary (Month/Day/Year)         2. Conversion Or Exercise for Exercis	CO       80203         (State)       (Zip)         Table I - Non-Derivative Securities Acquired, I         Y (Instr. 3)         2. Transaction Date (Month/Day/Year)         2. State       06/09/2020         2. Transaction Date (Month/Day/Year)       3. Transaction Date (e.g., puts, calls, warrants, options         2. Conversion or Exercise Date (Month/Day/Year)       3. Leemed Execution Date, if any (Month/Day/Year)         2. Conversion Date Other (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)         3. Transaction Date Other (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)         3. Transaction Date Other (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)         2. Source of Date Other (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)         3. Source of Derivative Securities Acquired (A) or Disposed	CO       80203         (State)       (Zip)         Table I - Non-Derivative Securities Acquired, Disp (Instr. 3)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)         2. State       2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)         2. State       2. Transaction Date       3. Transaction Code (Instr. 8)         2. Transaction Date       3. Transaction Code (Instr. 8)       3. Transaction Code (Instr. 8)         2. Conversion Or Exercise Price of Derivative Securities Acquired (A) or Disposed of (Instr. 3, 4)       3. Deemed Exercution Date (Month/Day/Year)	4. If Amendment, Date of Original Filed (Month/Day/Yeer)         CO       80203         (State)       (Zip)         Table I - Non-Derivative Securities Acquired, Disposed of, Date (Month/Day/Year)         y (Instr. 3)       2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)       3. Transaction Code (Instr. 8)       4. Securities Acquired, Disposed of, O (Code (Instr. 8))       4. Securities Acquired, Disposed of, O (Code (Instr. 8))         s.01 Par Value       06/09/2020       4(1)       48,65         Table II - Derivative Securities Acquired, Disposed of, O (e.g., puts, calls, warrants, options, convertible         2. Conversion Or Exercise Date (Month/Day/Year)       3. Transaction Date (Instr. 8)       5. Number of Derivative Securities Acquired (A) or Disposed of O (Optivative Securities Acquired (A) or Disposed of Optivative Sec	CO       80203         (State)       (Zip)         Table I - Non-Derivative Securities Acquired, Disposed of, or I         y (Instr. 3)       2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)       4. Securities Acquired (Month/Day/Year)         y, \$.01 Par Value       06/09/2020       4(1)       48,650         Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible see (e.g., puts, calls, warrants, options, convertible see (e.g., puts, calls, warrants, options, convertible see (Month/Day/Year)         2. Conversion Or Exercise of Date (Month/Day/Year)       3. Deemed Execution Date, (Month/Day/Year)       5. Number of Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible see (month/Day/Year)       5. Number of Derivative Securities Acquired (Month/Day/Year)       6. Date Exercisable and Exercisable and Privative Securities Acquired (Month/Day/Year)       7. Transaction Code (Instr. 8)       6. Date Exercisable and Exercisable	4. If Amendment, Date of Original Filed (Month/Day/Year)         CO       80203         (State)       (Zip)         Table I - Non-Derivative Securities Acquired, Disposed of, or Benefici         y (Instr. 3)       2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)       3. Transaction Code (Instr. 8)       4. Securities Acquired (A Disposed Of (D) (Instr. 3, 4)         y, \$.01 Par Value       06/09/2020       A(1)       48,650       A         Table II - Derivative Securities Acquired, Disposed of, or Beneficia (e.g., puts, calls, warrants, options, convertible securities         2. Conversion Date Privative       3. Transaction Date (Instr. 8)       5. Number of Derivative Securities Acquired, Disposed of, or Beneficia (e.g., puts, calls, warrants, options, convertible securities       7. Title and Ar Securities Acquired (A) Securities Acquired (A) or Disposed of perivative Securities Acquired (A) or Disposed of Parivative Securities Acquired (A) or Disp	CO       80203       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. India X         (State)       (Zip)       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. India X         Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow         y (Instr. 3)       2. Transaction Date (Month/Day/Year)       3. Transaction (Month/Day/Year)       3. Transaction (O)       4. Securities Acquired (A) or (D)         s       06/09/2020       A <sup>(1)</sup> 48,650       A       \$0         Table II - Derivative Securities Acquired, Disposed of, or Beneficially Own (e.g., puts, calls, warrants, options, convertible securities)         2. Coversion Or Exercise       3. Transaction Code (Instr. 8)       5. Number of Derivative Securities Acquired, A       \$0         2. Coversion Or Exercise       3. Transaction Code (Instr. 8)       5. Number of Derivative Securities Acquired (A) or (D) (Instr. 3. 4)       \$10       \$10         2. Coversion Or Exercise Acquired (Month/Day/Year)       3. Deemed Execution Date, (Month/Day/Year)       5. Number of Derivative Securities Acquired (A) or Obervative Securities Acquired (A) or (D) (Instr. 3. 4)       \$10         2. Coversion Or Exercise Acquired (Month/Day/Year)       3. Deemed Exercise Acquired (A) or Disposed of (D) (Instr. 3. 4)       \$10         3. Transaction Dete (Month/Day/Year)       3. Deemed Exercise Acquired (A) or Disposed Of (D) (Instr. 3. 4)       \$10 <td>4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joir X         CO       80203         (State)       (Zip)         Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         V (Instr. 3)         2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3. Transaction (Month/Day/Year)       4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       5. Amount Securities Beneficially Owned (Instr. 3)         3. S.01 Par Value       06/09/2020       A<sup>(1)</sup>       48,650       A       \$0       181,         Conversion Date (Instr. 3, 4 and 5)       5. Number of Date Securities Acquired, Or (D)       5. Number of Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         2. Or Exercise Price of Derivative Securities Acquired, Al or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3,</td> <td>4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filed by More         CO       80203      </td> <td>4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (CI X         CO       80203         (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         (Instr. 3)         2. Transaction Date (Month/Day/Year)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)       3. Transaction Code (Instr. 8)       4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Code (Instr. 8)       5. Amount of Code (Instr. 8)       5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Code (Instr. 8)       6. Own Price of Disposed Of (D) (Instr. 3, 4 and 5)       6. Own Securities Code (Instr. 8)       6. Own Price of Code (Instr. 8)       6. Own Price of Code (Instr. 8)       6. Own Price of Code (Instr. 8)       6. Own Price of Derivative Securities Conversible and Code (Instr. 8)       7. Transaction Code (Instr. 8)       8. Price of Derivative Securities Conversible and Code (Instr. 8)       6. Date Exercisable and Code (Instr. 8)       7. Title and Amount of Securities Underlying Derivative Security Securities Conversible Securities Code (Instr. 8)       8. Price of Derivative Securities Code (Instr. 8)       8. Price of Derivative Securities Code (Instr. 8)       8. Price of Derivative Securities Code (Instr. 8)       8. Price of Derivative Securities Code (Instr. 8)       8. Price of Derivative Securi</td> <td>CO       80203         (State)       (Zip)    (Instr. 3) (Instr. 3) 5.01 Par Value 06/09/2020 06/09/2020 2. Transaction Date (I.g., puts, calls, warrants, options, convertible securities and s) 6. Individual or Joint/Group Filing (Check Applic X) Form filed by More than One Reporting Person Form filed by More than One Form filed by More form Different Polewing Person Form Form filed by More Fo</td>	4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joir X         CO       80203         (State)       (Zip)         Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         V (Instr. 3)         2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3. Transaction (Month/Day/Year)       4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       5. Amount Securities Beneficially Owned (Instr. 3)         3. S.01 Par Value       06/09/2020       A <sup>(1)</sup> 48,650       A       \$0       181,         Conversion Date (Instr. 3, 4 and 5)       5. Number of Date Securities Acquired, Or (D)       5. Number of Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         2. Or Exercise Price of Derivative Securities Acquired, Al or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3, and 4)       8. Price of Disposed of (D) (Instr. 3,	4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filed by More         CO       80203	4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (CI X         CO       80203         (State)       (Zip)         Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         (Instr. 3)         2. Transaction Date (Month/Day/Year)         2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)       3. Transaction Code (Instr. 8)       4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Code (Instr. 8)       5. Amount of Code (Instr. 8)       5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Code (Instr. 8)       6. Own Price of Disposed Of (D) (Instr. 3, 4 and 5)       6. Own Securities Code (Instr. 8)       6. Own Price of Code (Instr. 8)       6. Own Price of Code (Instr. 8)       6. Own Price of Code (Instr. 8)       6. Own Price of Derivative Securities Conversible and Code (Instr. 8)       7. Transaction Code (Instr. 8)       8. Price of Derivative Securities Conversible and Code (Instr. 8)       6. Date Exercisable and Code (Instr. 8)       7. Title and Amount of Securities Underlying Derivative Security Securities Conversible Securities Code (Instr. 8)       8. Price of Derivative Securities Code (Instr. 8)       8. Price of Derivative Securities Code (Instr. 8)       8. Price of Derivative Securities Code (Instr. 8)       8. Price of Derivative Securities Code (Instr. 8)       8. Price of Derivative Securi	CO       80203         (State)       (Zip)    (Instr. 3) (Instr. 3) 5.01 Par Value 06/09/2020 06/09/2020 2. Transaction Date (I.g., puts, calls, warrants, options, convertible securities and s) 6. Individual or Joint/Group Filing (Check Applic X) Form filed by More than One Reporting Person Form filed by More than One Form filed by More form Different Polewing Person Form Form filed by More Fo

Date

Exercisable

Expiration

Title

Fact)

Date

Explanation of Responses:

1. On June 9, 2020, the reporting person was granted 48,650 shares of the issuer's common stock for compensation as a board member. These shares of restricted stock will vest in full on December 31, 2020.

(D)

Remarks:

## Andrew T. Fiske (Attorney-in-

06/10/2020

\*\* Signature of Reporting Person

Number

of Shares

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Code v (A)

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 Number.

The undersigned hereby constitutes and appoints each of A. Wade Pursell, David W. Copeland and Andrew T. Fiske the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned Forms 3,
 4 and 5 in accordance with Section 16(a) of the
 Securities Exchange Act of 1934 and the rules
 thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-infact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney hereby revokes all prior existing Powers of Attorney executed by the undersigned and related to Forms 3, 4 and 5 promulgated pursuant to Section 16(c) of the Securities Exchange Act of 1934. This Power of Attorney can only be revoked by delivering a signed, original Revocation of Power of Attorney to the attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of September, 2019.

/s/ William D. Sullivan