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

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

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

1. Name and Address of Reporting Person* Solomon Mark T				2. Issuer Name and Ticker or Trading Symbol <u>SM Energy Co</u> [SM]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				3. Date of Earliest Transaction (Month/Day/Year) 08/01/2010						Director Officer (give title		specify		
(Last) (First) (Middle)				08/01/2010						below)	below) troller			
1775 SHERMAN ST.														
SUITE 1200				4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line)				
										X Form filed by One Reporting Person				
(Street)										Form filed by More	than One Reporti	ng Person		
DENVER	CO	80203												
(City)	(State)	(Zip)												
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed 3. Execution Date, if any 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)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
				Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(Instr. 4)			
Common Stock; \$.01 Par Value 08/0			08/01/2010		М		260	A	(1)	6,778	D			
Common Stock; \$.01 Par Value 08/0					F		81	D	\$41.42	6,339	D			
		Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												

1. Title of 3. Transaction 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Price of 9. Number of 11. Nature 10. 2. Conversion Derivative Date Execution Date Transaction Derivative Expiration Date Securities Underlying Derivative derivative Ownership of Indirect or Exercise Price of Security Security (Instr. (Month/Day/Year if any Code (Instr. Securities (Month/Day/Year) Derivative Security (Instr Securities Form: Beneficial Direct (D) 3) (Month/Day/Year 8) Acquired (A) 3 and 4) (Instr. 5) Beneficially Ownership Derivative or Indirect (Instr. 4) or Disposed Owned of (D) (Instr. 3 4 and 5) (I) (Instr. 4) Security Following Reported Transaction(s) Amount (Instr. 4) or Number of Shares Date Expiration v (A) (D) Title Code Exercisable Date Restricted Stock Common (1) 08/01/2010 08/01/2010 08/01/2010 1,553 D М 260 260 \$<mark>0</mark> Units Stock

Explanation of Responses:

1. This transaction represents vesting of restricted stock units. 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 August 1, 2010, 2/7th vesting on August 1, 2011, and 4/7th vesting on August 11, 2012. The vested shares are issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares will lapse. Remarks:

> Karin M. Writer (Attorney-In-08/03/2010 Fact)

** Signature of Reporting Person

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.

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.