

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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * <u>Veatch Paul M</u> (Last) (First) (Middle) 1775 SHERMAN STREET SUITE 1200 (Street) DENVER CO 80203 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>SM Energy Co [SM]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>Sr. VP & Regional Manager</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/02/2012 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock; \$.01 Par Value | 06/29/2012 | | J ⁽¹⁾ | | 194 | A | \$41.7435 | 194 | D | |
| Common Stock; \$.01 Par Value | 07/02/2012 | | M | | 722 | A | (2) | 916 | D | |
| Common Stock; \$.01 Par Value | 07/02/2012 | | F | | 229 | D | \$48.11 | 687 | D | |
| Common Stock; \$.01 Par Value | 07/02/2012 | | M | | 198 | A | (3) | 885 | D | |
| Common Stock; \$.01 Par Value | 07/02/2012 | | F | | 63 | D | \$48.11 | 822 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (2) | 07/02/2012 | | M | | 722 | | 07/02/2012 | 07/02/2012 | Common Stock | 722 | \$0 | 1,443 | D | |
| Restricted Stock Units | (3) | 07/02/2012 | | M | | 198 | | 07/02/2012 | 07/02/2012 | Common Stock | 198 | \$0 | 1,181 | D | |

Explanation of Responses:

- The reporting person purchased 194 shares of the issuer's common stock on June 29, 2012, 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 vests over a three-year period, with 1/7th vesting on July 1, 2011, 2/7th vesting on July 2, 2012, and 4/7th vesting on July 1, 2013. 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.
- 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 July 2, 2012, 2/7th vesting on July 1, 2013, and 4/7th vesting on July 1, 2014. 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.

Remarks:

Karin M. Writer (Attorney-In-Fact)

07/05/2012

** 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.

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