

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) X Sr. VP & Regional Manager
	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2012	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.01 Par Value	08/01/2012		M <sup>(1)</sup>		33,000	A	(1)	33,822	D	
Common Stock, \$.01 Par Value	08/01/2012		F		13,031	D	\$47.3	20,791	D	
Common Stock, \$.01 Par Value	08/01/2012		M		3,142	A	(2)	23,933	D	
Common Stock, \$.01 Par Value	08/01/2012		F		997	D	\$47.3	22,936	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
Performance Share Award	(1)	08/01/2012		M <sup>(1)</sup>			33,000	08/01/2012 <sup>(1)</sup>	08/01/2012 <sup>(1)</sup>	Common Stock	33,000	\$0 <sup>(1)</sup>	0	D	
Restricted Stock Units	(2)	08/01/2012		M			3,142	08/01/2012	08/01/2012	Common Stock	3,142	\$0	0	D	

**Explanation of Responses:**

- On August 1, 2012, the issuer issued 33,000 shares of common stock to the reporting person to settle a grant of performance share awards (the "PSAs") reported in a Form 4 for the reporting person filed on July 24, 2012. The PSAs represented the right to receive, upon the settlement of the PSAs, the determined number of earned shares of the issuer's common stock based on the achievement of performance criteria, to the extent that the PSAs had vested under separate employment service vesting provisions. The PSAs became fully vested and were settled in accordance with their terms on 08/01/2012.
- Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grants vested as follows: 786 shares on 8/1/10, 1,572 shares on 8/1/11 and 3,142 shares on 8/1/12. The vested shares were issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares lapsed.

**Remarks:**

Karin M. Writer (Attorney-In-Fact) 08/03/2012

\*\* 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.

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.