

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Lutey Mary Ellen</u> <hr/> (Last) (First) (Middle) 1775 SHERMAN STREET SUITE 1200 <hr/> (Street) DENVER CO 80203 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/05/2012	3. Issuer Name and Ticker or Trading Symbol <u>SM Energy Co [SM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ <p style="text-align: center;"><u>VP & Regional Manager</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock; \$.01 Par Value	11,993	D	
Common Stock; \$.01 Par Value	7,125	I	By husband ⁽⁴⁾
Common Stock; \$.01 Par Value	1,000	I	Jointly with husband

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(1)	(1)	Common Stock	614	(1)	D	
Restricted Stock Units	(1)	(1)	Common Stock	410	(1)	I	By husband ⁽⁴⁾
Restricted Stock Units	(2)	(2)	Common Stock	485	(2)	D	
Restricted Stock Units	(2)	(2)	Common Stock	377	(2)	I	By husband ⁽⁴⁾
Restricted Stock Units	(2)	(2)	Common Stock	79	(2)	D	
Restricted Stock Units	(2)	(2)	Common Stock	61	(2)	I	By husband ⁽⁴⁾
Restricted Stock Units	(3)	(3)	Common Stock	1,120	(3)	D	
Restricted Stock Units	(3)	(3)	Common Stock	891	(3)	I	By husband ⁽⁴⁾

Explanation of Responses:

- 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 1, 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 1, 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.
- Each restricted stock unit represents a contingent right to receive one share of stock. The restricted stock unit grant vests in three equal annual installments beginning 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.
- The reporting person's husband is also employed by the issuer and receives restricted stock units from the issuer as part of his compensation.

Remarks:

Karin M. Writer (Attorney-In-Fact) 12/13/2012

** 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 5 (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.

**INSIDER TRADING POLICY
POWER OF ATTORNEY**

The undersigned hereby constitutes and appoints each of A. Wade Pursell, David W. Copeland, James B. Lebeck and Karin M. Writer 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-in-fact, 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 5th day of December, 2012.

/s/ Mary Ellen Lutey
Signature

Mary Ellen Lutey
Name
