

## 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>MUELLER MARK D</u>			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 &amp; Regional Manager</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2014</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
1775 SHERMAN STREET SUITE 1200			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>DENVER CO 80203</u>						
(City) (State) (Zip)						

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	06/30/2014		J <sup>(1)</sup>		300	A	\$70.6435	42,686	D	
Common Stock; \$.01 Par Value	07/01/2014		M		762	A	(2)	43,448	D	
Common Stock; \$.01 Par Value	07/01/2014		F		255	D	\$84.1	43,193	D	
Common Stock; \$.01 Par Value	07/01/2014		M		764	A	(3)	43,957	D	
Common Stock; \$.01 Par Value	07/01/2014		F		255	D	\$84.1	43,702	D	
Common Stock; \$.01 Par Value	07/01/2014		M		625	A	(4)	44,327	D	
Common Stock; \$.01 Par Value	07/01/2014		F		209	D	\$84.1	44,118	D	
Common Stock; \$.01 Par Value	07/02/2014		M		2,202	A	(5)	46,320	D	
Common Stock; \$.01 Par Value	07/02/2014		F		736	D	\$84.35	45,584	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					
Restricted Stock Units	(2)	07/01/2014		M		762		(2)	(2)	Common Stock	762	(2)	0	D
Restricted Stock Units	(3)	07/01/2014		M		764		(3)	(3)	Common Stock	764	(3)	764	D
Restricted Stock Units	(4)	07/01/2014		M		625		(4)	(4)	Common Stock	625	(4)	1,251	D
Performance Share Units	(5)	07/02/2014		A		2,202		(5)	(5)	Common Stock	2,202	(5)	2,202	D
Performance Share Units	(5)	07/02/2014		M		2,202		(5)	(5)	Common Stock	2,202	(5)	0	D

## Explanation of Responses:

- The reporting person purchased 300 shares of the issuer's common stock on June 30, 2014, 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 vested 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 were issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares lapsed.
- 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 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 in three equal annual installments beginning 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.
- On July 2, 2014, the Compensation Committee of the Board of Directors of the issuer determined that 2,202 shares of the issuer's common stock had been earned by the reporting person under the terms of a grant of performance share units (the "PSUs"), based on the achievement of specific performance criteria that were not tied solely to the market price of the issuer's common stock. The PSUs were granted to the reporting person on September 6, 2011, and represent the right to receive, upon the settlement of the PSUs, the determined number of earned shares of the issuer's common stock based on the achievement of the performance criteria over a three-year performance period (with the determined number of earned shares being within a range of zero to two times the number of PSUs granted on the award date), to the extent that the PSUs have vested under separate employment service vesting provisions. The PSUs vested 1/7th on July 1, 2012, 2/7ths on July 1, 2013, and 4/7ths on July 1, 2014.

## Remarks:

Karin M. Writer (Attorney-In-Fact)

07/03/2014

\*\* 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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