

Solomon Mark T
 Form 4
 July 05, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Solomon Mark T

2. Issuer Name and Ticker or Trading Symbol
 SM Energy Co [SM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1775 SHERMAN STREET, SUITE 1200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Controller & Asst. Sec.

DENVER, CO 80203

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 | 06/29/2018 | | J ⁽¹⁾ | V | 628 | A | \$ 18.768 |
| Common Stock, \$.01 Par Value | 07/02/2018 | | M | | 477 | A | <u>(2)</u> 17,528 |
| Common Stock, \$.01 Par Value | 07/02/2018 | | F | | 139 | D | \$ 25.69 17,389 |
| Common Stock, \$.01 | 07/02/2018 | | M | | 653 | A | <u>(3)</u> 18,042 |

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| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|--------|---|
| Par Value | | | | | | | |
| Common Stock, \$.01 Par Value | 07/02/2018 | F | 190 | D | \$ 25.69 | 17,852 | D |
| Common Stock, \$.01 Par Value | 07/02/2018 | M | 1,411 | A | (4) | 19,263 | D |
| Common Stock, \$.01 Par Value | 07/02/2018 | F | 409 | D | \$ 25.69 | 18,854 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (2) | 07/02/2018 | | M | 477 | (2) | (2) | Common Stock | 477 |
| Restricted Stock Units | (3) | 07/02/2018 | | M | 653 | (3) | (3) | Common Stock | 653 |
| Restricted Stock Units | (4) | 07/02/2018 | | M | 1,411 | (4) | (4) | Common Stock | 1,411 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Solomon Mark T
1775 SHERMAN STREET
SUITE 1200
DENVER, CO 80203

VP, Controller & Asst. Sec.

Signatures

Karin M. Writer
(Attorney-In-Fact)

07/05/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The reporting person purchased 628 shares of the issuer's common stock on June 29, 2018, 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 in three equal annual installments beginning on July 1, 2016. The vested shares were issued to the reporting person on the vesting dates, at which time all restrictions on the vested shares lapsed.
 - (2) 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, 2017. 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.
 - (3) 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, 2018. 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.
 - (4) 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, 2018. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.