

Zubieta Dennis A.
Form 4
July 12, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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 *
Zubieta Dennis A.

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)
07/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Engineering & Evaluation

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock; \$.01 Par Value | 07/11/2012 | | M | 786 | A \$ 13.65 | 18,593 | D |
| Common Stock; \$.01 Par Value | 07/11/2012 | | M | 2,400 | A \$ 13.65 | 20,993 | D |
| Common Stock; \$.01 Par Value | 07/11/2012 | | M | 2,508 | A \$ 12.66 | 23,501 | D |
| Common Stock; \$.01 | 07/11/2012 | | M | 470 | A \$ 13.39 | 23,971 | D |

Par Value

Common
 Stock; \$.01 07/11/2012 M 2,976 A \$ 14.25 26,947 D
 Par Value

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.

SEC 1474
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 13.65 | 07/11/2012 | | M | 786 | ⁽¹⁾ 06/30/2013 | Common Stock | 786 |
| Stock Options (Right to Buy) | \$ 13.65 | 07/11/2012 | | M | 2,400 | ⁽²⁾ 06/30/2013 | Common Stock | 2,400 |
| Stock Options (Right to Buy) | \$ 12.66 | 07/11/2012 | | M | 2,508 | ⁽³⁾ 09/30/2013 | Common Stock | 2,508 |
| Stock Options (Right to Buy) | \$ 13.39 | 07/11/2012 | | M | 470 | ⁽⁴⁾ 10/22/2013 | Common Stock | 470 |
| Stock Options (Right to Buy) | \$ 14.25 | 07/11/2012 | | M | 2,976 | ⁽⁵⁾ 12/31/2013 | Common Stock | 2,976 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zubieta Dennis A. 1775 SHERMAN STREET SUITE 1200 DENVER, CO 80203 | | | VP-Engineering & Evaluation | |

Signatures

| | |
|--|---------------------|
| Karin M. Writer (Attorney-In-Fact) | 07/12/2012 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 stock options vested as follows: 197 shares on June 30, 2003, 197 shares on September 30, 2003, 196 shares on September 30, 2004, and 196 on September 30, 2005.
- (2) The stock options vested as follows: 600 shares on June 30, 2003, and 600 shares on September 30, 2003, 2004, and 2005.
- (3) The stock options vested in four equal annual installments beginning on September 30, 2003.
- (4) The stock options vested as follows: 118 shares on October 22, 2003, 118 shares on September 30, 2004, 117 shares on September 30, 2005, and 117 shares on September 30, 2006.
- (5) The stock options vested as follows: 744 shares on December 31, 2003, and 744 shares on September 30, 2004, 2005, and 2006.

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.