Knott Kenneth J. Form 4 August 03, 2010

# FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005
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Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

**SECURITIES** 

response... 0.5

5. Relationship of Reporting Person(s) to

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Knott Kenneth J.			Symbol					Issuer			
			SM Energy Co [SM]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
1775 SHER	(Month/Day/Year) 08/01/2010					Director 10% Owner Other (specify					
1200								below) VP- Bus D	below) ev & Land & A	ss Sec	
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
DENVER, CO 80203				nth/Day/Year	)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
								Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock: \$.01 Par Value	08/01/2010			M	433	A	(1)	10,164	D		
Common Stock: \$.01 Par Value	08/01/2010			F	115	D	\$ 41.42	10,049	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.

SEC 1474

(9-02)

#### Edgar Filing: Knott Kenneth J. - Form 4

# 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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	08/01/2010		M	433	08/01/2010	08/01/2010	Common Stock	433

D

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Knott Kenneth J.

1775 SHERMAN STREET

**SUITE 1200** 

DENVER, CO 80203

VP- Bus Dev & Land & Ass Sec

# **Signatures**

Karin M. Writer (Attorney-In-Fact)

\*\*Signature of Reporting Person

08/03/2010

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).

This transaction represents vesting of restricted stock units. 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 August 1, 2010, 2/7th vesting on August 1, 2011, and 4/7th vesting on August 11, 2012. The vested shares are 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.

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