

Knott Kenneth J.
Form 4
January 05, 2011

FORM 4

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

OMB APPROVAL

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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 *
Knott Kenneth J.

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

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP- Bus Dev & Land & Ass Sec

(Street)

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

DENVER, CO 80203

(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 | 01/03/2011 | | M | 442 | A \$ 13.39 | 11,037 | D |
| Common Stock: \$.01 Par Value | 01/03/2011 | | S ⁽¹⁾ | 442 | D \$ 60 | 10,595 | D |
| Common Stock: \$.01 Par Value | 01/03/2011 | | M | 2,806 | A \$ 14.25 | 13,401 | D |
| Common Stock: \$.01 | 01/03/2011 | | S ⁽¹⁾ | 2,806 | D \$ 60 | 10,595 | D |

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Par Value

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

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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 (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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option (Right-To-Buy) | \$ 13.39 | 01/03/2011 | | M | 442 | <u>(2)</u> 10/22/2013 | Common Stock: \$.01 Par Value | 44 |
| Stock Option (Right-To-Buy) | \$ 14.25 | 01/03/2011 | | M | 2,806 | <u>(3)</u> 12/31/2013 | Common Stock: \$.01 Par Value | 2,806 |

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) 01/05/2011

**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 sale reported in this Form 4 was affected pursuant to a Rule 10b5-1 Sales Plan adopted by Kenneth Knott on June 15, 2010.
- (2) The stock option (right-to-buy) vested as follows: 111 shares on 10-22-03, 111 shares on 9-30-04, 110 shares on 9-30-05, and 110 shares on 9-30-06.
- (3) The stock option (right-to-buy) vested as follows: 702 shares on 12-31-03, 702 shares on 9-30-04, 701 shares on 9-30-05, and 701 shares on 9-30-06.

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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