

SOUTHWESTERN ENERGY CO

Form 4

December 09, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ponder Randall D

2. Issuer Name **and** Ticker or Trading
Symbol
SOUTHWESTERN ENERGY CO
[SWN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2350 N. SAM HOUSTON
PARKWAY EAST, SUITE 125

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr. Vice Pres. of Subsidiary

HOUSTON, TX 77032

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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	12/05/2013 ⁽¹⁾		A		6,720	A	\$ 0	38,600 D
Common Stock	12/06/2013		F		245	D	\$ 38.97	38,355 D
Common Stock	12/05/2013		J ⁽²⁾	V	1.088	A	\$ 38.888	2,544.6483 I

by 401(k)
Plan

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 38.97	12/05/2013 ⁽¹⁾		A		18,290		12/05/2014 ⁽³⁾	12/05/2020	Common Stock	18,290
Stock Options (Right to Buy)	\$ 34.5							12/06/2013	12/06/2019	Common Stock	7,250
Stock Options (Right to Buy)	\$ 36.87							12/08/2012	12/08/2018	Common Stock	56,780
Stock Options (Right to Buy)	\$ 36.22							12/09/2011	12/09/2017	Common Stock	6,510
Stock Options (Right to Buy)	\$ 40.73							12/10/2010	12/10/2016	Common Stock	5,660
Stock Options (Right to Buy)	\$ 30.68							12/11/2009	12/11/2015	Common Stock	8,190
Stock Options (Right to Buy)	\$ 27.18							12/13/2008	12/13/2014	Common Stock	6,580

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ponder Randall D 2350 N. SAM HOUSTON PARKWAY EAST SUITE 125 HOUSTON, TX 77032			Sr. Vice Pres. of Subsidiary	

Signatures

/s/ Melissa D. McCarty, attorney-in-fact for Mr.
Ponder

12/09/2013

____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) Restricted stock and options granted in consideration of services as an officer.
- (2) Purchased through the Company's 401(k) plan from November 23, 2013, through December 5, 2013. The information in this report is based on a plan statement dated December 5, 2013.
- (3) Options become exercisable in three equal installments beginning on the first anniversary of the grant date specified in Column 3 or immediately upon death, disability, retirement at age 65 with required years of service, or a change in control.

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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