

Thaeler John D  
 Form 4/A  
 September 20, 2012

**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 \*  
 Thaeler John 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)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/01/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Former Sr. Vice Pres. of Sub

SUITE 125, 2350 N. SAM  
 HOUSTON PARKWAY EAST

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 09/18/2012

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

HOUSTON, TX 77032

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 06/01/2012                           |  | D                              | 11,880  | D \$ 0  | 178,781.0974   | D   |
| Common Stock                    | 09/14/2012                           |  | M                              | 10,640  | A \$ 2.6425   | 189,421.0974   | D   |
| Common Stock                    | 09/14/2012                           |  | M                              | 3,146   | A \$ 17.745   | 192,567.0974   | D   |
| Common Stock                    | 09/14/2012                           |  | M                              | 17,237  | A \$ 20.335   | 209,804.0974   | D   |
| Common Stock                    | 09/14/2012                           |  | M                              | 13,001  | A \$ 27.18  | 222,805.0974   | D   |

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|              |            |  |                         |          |   |                             |                            |   |                      |
|--------------|------------|--|-------------------------|----------|---|-----------------------------|----------------------------|---|----------------------|
| Common Stock | 09/14/2012 |  | M                       | 14,050   | A | \$ 30.68                    | 236,855.0974               | D |                      |
| Common Stock | 09/14/2012 |  | S                       | 100,000  | D | \$<br>36.2043<br><u>(1)</u> | 136,855.0974<br><u>(2)</u> | D |                      |
| Common Stock | 09/14/2012 |  | <u>J</u> <sup>(3)</sup> | 168.3874 | A | \$ 30.299                   | 28,683.6444                | I | By<br>401(k)<br>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)

**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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Stock Options (Right to Buy)               | \$ 2.645   | 09/14/2012                           |  | M                              | 10,640  | 12/10/2004 12/10/2013                                    | Common Stock  |
| Stock Options (Right to Buy)               | \$ 17.745  | 09/14/2012                           |  | M                              | 3,146   | 12/08/2006 12/08/2012                                    | Common Stock  |
| Stock Options (Right to Buy)               | \$ 20.335  | 09/14/2012                           |  | M                              | 17,237  | 12/11/2007 12/11/2013                                    | Common Stock  |
| Stock Options (Right to Buy)               | \$ 27.18   | 09/14/2012                           |  | M                              | 13,001  | 12/13/2008 12/13/2014                                    | Common Stock  |
| Stock Options (Right to Buy)               | \$ 30.68   | 09/14/2012                           |  | M                              | 14,050  | 12/11/2009 12/11/2015                                    | Common Stock  |
|  | <u>(4)</u>   | 09/14/2012                           |  | <u>J</u> <sup>(5)</sup>        | 27,701.9124   | <u>(6)</u> <u>(6)</u>                                    | 27  |

Phantom  
Stock

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                    |       |
|--|---------------|-----------|------------------------------------|-------|
|  | Director      | 10% Owner | Officer                            | Other |
| Thaeler John D<br>SUITE 125<br>2350 N. SAM HOUSTON PARKWAY EAST<br>HOUSTON, TX 77032 |               |           | Former Sr.<br>Vice Pres.<br>of Sub |       |

## Signatures

/s/ Melissa D. McCarty, Attorney-in-Fact for Mr.  
Thaeler

09/20/2012

\_\_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) This transaction was executed in multiple trades at prices ranging from \$36.02 to \$36.43. The price reported above in Column 4 reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon written request, to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were effected.
  - (2) This Form 4/A is being filed to correct an error on the Form 4 filed September 18, 2012, and to accurately disclose the number of securities beneficially owned by the reporting person in Column 5.
  - (3) Purchased through the Company's 401(k) Plan from December 8, 2011, thru June 12, 2012. The information in this report is based on a plan statement dated September 14, 2012.
  - (4) Each share of phantom stock currently held in the Southwestern Energy Company Nonqualified Retirement Plan (the "NQ Plan") represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
  - (5) Nonqualified Retirement Plan intra-plan transfer out of the Company stock fund and into a new investment fund.
  - (6) Shares of phantom stock are payable in cash following termination of the reporting person's employment with Southwestern Energy Company. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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