

SOUTHWESTERN ENERGY CO  
 Form 4  
 December 09, 2013

**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 \*  
 BOLING MARK K

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)  
 12/05/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President V+ Development

SUITE 125, 2350 N. SAM  
 HOUSTON PARKWAY EAST

(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

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 or Disposed of (A) or (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   |  |   |
|                                 |                                      |  |                                | Code   | V   | Amount   |   |
| Common Stock                    | 12/05/2013 <sup>(1)</sup>            |  | A                              | A  | 14,100  | \$ 0   | 436,110 D   |
| Common Stock                    | 12/06/2013                           |  | F                              | D  | 1,827   | \$ 38.97   | 434,283 D   |
| Common Stock                    | 12/08/2013                           |  | F                              | D  | 1,036   | \$ 38.68   | 433,247 D   |
| Common Stock                    | 12/09/2013                           |  | F                              | D  | 1,035   | \$ 38.68   | 432,212 D   |

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 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 <sup>(1)</sup>            |  | A                              | 38,410  | 12/05/2014 <sup>(2)</sup> 12/05/2020                     | Common Stock 38,410   |
| Stock Options (Right to Buy)               | \$ 34.5  |                                      |  |                                |   | 12/06/2013 12/06/2019                                    | Common Stock 35,320   |
| Stock Options (Right to Buy)               | \$ 36.87   |                                      |  |                                |   | 12/08/2012 12/08/2018                                    | Common Stock 19,880   |
| Stock Options (Right to Buy)               | \$ 36.22   |                                      |  |                                |   | 12/09/2011 12/09/2017                                    | Common Stock 19,080   |
| Stock Options (Right to Buy)               | \$ 40.73   |                                      |  |                                |   | 12/10/2010 12/10/2016                                    | Common Stock 15,080   |
| Stock Options (Right to Buy)               | \$ 30.68   |                                      |  |                                |   | 12/11/2009 12/11/2015                                    | Common Stock 23,410   |
| Stock Options (Right to Buy)               | \$ 27.18   |                                      |  |                                |   | 12/13/2008 12/13/2014                                    | Common Stock 24,860   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| BOLING MARK K<br>SUITE 125<br>2350 N. SAM HOUSTON PARKWAY EAST<br>HOUSTON, TX 77032 |               |           | President V+ Development |       |

## Signatures

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

Boling

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) 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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