

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 \*  
**KERLEY GREGORY 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)  
**SUITE 125, 2350 N. SAM HOUSTON PARKWAY EAST**  
 (Street)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**HOUSTON, TX 77032**

(City) (State) (Zip)

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

**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	12/05/2013 <sup>(1)</sup>		A	3,437 A \$ 0	337,037	D	

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)**

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options (Right to Buy)	\$ 38.97	12/05/2013 <sup>(1)</sup>		A	4,682	12/05/2014 <sup>(2)</sup> 12/05/2020	Common Stock	4,682
Stock Options (Right to Buy)	\$ 34.5					12/06/2013 12/06/2019	Common Stock	4,870
Stock Options (Right to Buy)	\$ 36.87					12/08/2012 12/08/2018	Common Stock	29,270
Stock Options (Right to Buy)	\$ 36.22					12/09/2011 12/09/2017	Common Stock	23,134
Stock Options (Right to Buy)	\$ 40.73					12/10/2010 12/10/2016	Common Stock	14,580
Stock Options (Right to Buy)	\$ 30.68					12/11/2009 12/11/2015	Common Stock	15,805
Stock Options (Right to Buy)	\$ 27.18					12/13/2008 12/13/2014	Common Stock	20,101

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

KERLEY GREGORY D  
SUITE 125  
2350 N. SAM HOUSTON PARKWAY EAST  
HOUSTON, TX 77032

## Signatures

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

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 nonqualified stock options granted in consideration of services as a director.
  - (2) Nonqualified stock 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.
  - (3) Since the date of the reporting person's last ownership report, 67,213 nonqualified stock options were transferred to his ex-wife pursuant to a domestic relations order. The balance of this outstanding derivative security has been adjusted to reflect the transfer.

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.