

Way William J
Form 4
February 28, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Way William J

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)
10000 ENERGY DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

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

SPRING, TX 77389

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 02/27/2019 | | | M | 193,810 | A | \$ 0 (1) |
| Common Stock | 02/27/2019 | | | D | 193,810 | D | \$ 4.29 |

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 | Amount Number of Shares |
| Restricted Stock Unit | \$ 0 ⁽¹⁾ | 02/27/2019 | | M | | 193,810 | ⁽²⁾ ⁽²⁾ | Common Stock | 193,810 |
| Restricted Stock Unit | ⁽³⁾ | 02/26/2019 | | A | | 803,580 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 803,580 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Way William J 10000 ENERGY DRIVE SPRING, TX 77389 | X | | President and CEO | |

Signatures

Melissa D. McCarty, Attorney-in-Fact for Mr. Way 02/28/2019

**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) Each Restricted Stock Unit ("RSU") has the economic equivalent of one share of Southwestern Energy Company ("SWN") common stock. The RSUs vesting on February 27, 2019 were settled in cash based on the closing price of SWN common stock on the vesting date. On February 27, 2018, the reporting person was granted 775,240 RSUs, vesting in four equal installments beginning on the first anniversary of the grant date, or immediately upon death, disability, retirement at age 65 with required years of service, or a change in control. Vesting RSUs will be settled in shares of SWN common stock, cash, or a combination of shares of SWN common stock and cash.
 - (2) Each RSU represents a contingent right to receive one share of SWN common stock or an amount in cash equal to the Fair Market Value of one share of SWN common stock.
 - (3) On February 26, 2019, the reporting person was granted RSUs, vesting in four equal installments beginning on the first anniversary of the grant date, or immediately upon death, disability, retirement at age 65 with the required years of service, or a change in control. Vesting RSUs will be settled in shares of SWN common stock, cash, or a combination of shares of SWN common stock and cash.

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.