

SCHARLAU CHARLES E

Form 4

December 10, 2012

**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 \*  
SCHARLAU CHARLES E

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2012

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

(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 (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	02/01/2012		J <sup>(1)</sup>	V	100,000	A	\$ 0 100,000	I	Charles Scharlau 2012 GRAT; Charles Scharlau, Trustee
Common Stock	02/01/2012		J <sup>(1)</sup>	V	100,000	D	\$ 0 430,669	D	
Common Stock	06/24/2012		W	V	8,000	D	\$ 0 0	I	By Spouse

Common Stock	06/24/2012	W	V	8,000	A	\$ 0	8,000	I	by Charles E. Scharlau III Trust, Charles Scharlau, Trustee
Common Stock	11/26/2012	J <sup>(2)</sup>	V	19,300	D	\$ 0	50,379	I	by Charles Scharlau 2010 GRAT; Charles Scharlau, Trustee
Common Stock	11/26/2012	J <sup>(2)</sup>	V	19,300	A	\$ 0	449,969	D	
Common Stock	12/06/2012 <sup>(3)</sup>	A		2,400	A	\$ 0	452,369	D	
Common Stock							523,794	I	by Family LLC

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 34.5	12/06/2012 <sup>(3)</sup>		A		4,870		12/06/2013 <sup>(4)</sup>	12/06/2019	Common Stock	4,870
	\$ 36.87							12/08/2012	12/08/2018		4,450

Stock Options (Right to Buy)				Common Stock	
Stock Options (Right to Buy)	\$ 36.22	12/09/2011	12/09/2017	Common Stock	4,550
Stock Options (Right to Buy)	\$ 40.73	12/10/2010	12/10/2016	Common Stock	3,960
Stock Options (Right to Buy)	\$ 30.68	12/11/2009	12/11/2015	Common Stock	5,270
Stock Options (Right to Buy)	\$ 27.18	12/13/2008	12/13/2014	Common Stock	6,000
Stock Options (Right to Buy)	\$ 20.335	12/11/2007	12/11/2013	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHARLAU CHARLES E SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032	X			

## Signatures

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

12/10/2012

\_\_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) On February 1, 2012, 100,000 shares of stock were transferred into a 2012 Grantor Retained Annuity Trust ("2012 GRAT") for the reporting person. The reporting person is the Trustee for the 2012 GRAT, and has indirect beneficial ownership of the stock.
- (2) On November 26, 2012, 19,300 shares of stock were transferred out of the Charles Scharlau 2010 Grantor Retained Annuity Trust ("Charles Scharlau 2010 GRAT") and registered in the name of the reporting person. Therefore, the reporting person now has direct

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beneficial ownership of the stock.

- (3) Restricted stock and nonqualified stock options granted in consideration of services as a director.
- (4) 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, 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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