

SOUTHWESTERN ENERGY CO

Form 4

December 09, 2013

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 *
KERLEY GREGORY D

(Last) (First) (Middle)

**SUITE 125, 2350 N. SAM
HOUSTON PARKWAY EAST**

(Street)

HOUSTON, TX 77032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**SOUTHWESTERN ENERGY CO
[SWN]**

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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. 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	12/05/2013 ⁽¹⁾		A		3,437	A	\$ 0 337,037

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 38.97	12/05/2013 ⁽¹⁾		A		4,682		12/05/2014 ⁽²⁾	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.
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