

SOUTHWESTERN ENERGY CO

Form 5

February 14, 2014

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

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. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2013

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â Â	337,037 (1)	D	Â
Common Stock	Â	Â	Â	Â Â Â Â	12,863.2921 (2)	I	By 401(k) Plan

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

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SEC 2270  
(9-02)

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**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)	8.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 38.97	Â	Â	Â	Â Â	12/05/2014 12/05/2020	Common Stock	4,682
Stock Options (Right to Buy)	\$ 34.5	Â	Â	Â	Â Â	12/06/2013 12/06/2019	Common Stock	4,870
Stock Options (Right to Buy)	\$ 36.87	Â	Â	Â	Â Â	12/08/2012 12/08/2018	Common Stock	29,270
Stock Options (Right to Buy)	\$ 36.22	Â	Â	Â	Â Â	12/09/2011 12/09/2017	Common Stock	23,134
Stock Options (Right to Buy)	\$ 40.73	Â	Â	Â	Â Â	12/10/2010 12/10/2016	Common Stock	14,580
Stock Options (Right to Buy)	\$ 30.68	Â	Â	Â	Â Â	12/11/2009 12/11/2015	Common Stock	15,805
Stock Options (Right to Buy)	\$ 27.18	Â	Â	Â	Â Â	12/13/2008 12/13/2014	Common Stock	20,101

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERLEY GREGORY D SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032	Â X	Â	Â	Â

## Signatures

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

02/14/2014

\_\_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) This report does not include previously reported shares held by irrevocable trusts over which the reporting person has determined he has no beneficial ownership or control over the shares held in said trusts.
- (2) On 12/30/2013 12,863.2531 shares were transferred to the reporting person's ex-spouse pursuant to a qualified domestic relations order.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.