

SOUTHWESTERN ENERGY CO  
Form S-8 POS  
January 31, 2007

As filed with the Securities and Exchange Commission on January 31, 2007.

No. 333-121720

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

POST-EFFECTIVE AMENDMENT NO. 2

TO REGISTRATION STATEMENT ON FORM S-8

UNDER THE SECURITIES ACT OF 1933

**SOUTHWESTERN ENERGY COMPANY**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

71-0205415  
(I.R.S. employer identification no.)

or organization)

2350 N. Sam Houston Parkway East  
Suite 300  
Houston, Texas 77032  
(Address of principal executive offices including zip code)

**Southwestern Energy Company 2004 Stock Incentive Plan**

(Full title of the plan)

Mark K. Boling  
2350 N. Sam Houston Parkway East  
Suite 300  
Houston, Texas 77032  
(281) 618-4700  
(Name, address and telephone number, including area code, of agent for service)

**Explanatory Statement**

This Post-Effective Amendment No. 2 to Form S-8 Registration Statement Under the Securities Act of 1933 (this "Amendment No. 2") is an amendment to the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement Under the Securities Act of 1933 filed by Southwestern Energy Company with the Securities and Exchange Commission on June 30, 2006, Registration No. 333-121720 ("Amendment No. 1"). The purpose of this Amendment No. 2 is to amend and update Part II, Item 8 of Amendment No. 1 to reflect the re-filing of Exhibit 23.2 herewith and to incorporate by reference Exhibit 4.9. This Amendment No. 2 does not otherwise amend or modify Amendment No. 1.

**PART II**

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	Southwestern Energy Company 2004 Stock Incentive Plan (incorporated by reference to Appendix A to Southwestern Arkansas Proxy Statement dated March 29, 2004).
4.2	Form of Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 20, 2004).
4.3	Form of Non-Qualified Stock Option Agreement for non-employee directors (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on December 20, 2004).
4.4	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on December 20, 2004).
4.5	Form of Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 4.5 to Southwestern Energy Company's Registration Statement on Form S-8, File No. 333-121720).
4.6	Form of Incentive Stock Option for awards granted on or after December 8, 2005 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on December 13, 2005).
4.7	Form of Restricted Stock Agreement for awards granted on or after December 8, 2005 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on December 13, 2005).
4.8	Form of Non-Qualified Stock Option Agreement for awards granted on or after December 8, 2005 (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on December 13, 2005).
4.9	Form of Restricted Stock Agreement for Special Awards (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 14, 2006).
5.1	Opinion of Cleary Gottlieb Steen and Hamilton LLP (incorporated by reference to Exhibit 5.1 to Amendment No. 1 filed on June 30, 2006).
23.1	Consent of PricewaterhouseCoopers LLP (incorporated by reference to Exhibit 23.1 to Amendment No. 1 filed on June 30, 2006).

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- 23.2 Consent of Netherland, Sewell & Associates, Inc.
- 23.3 Consent of Cleary Gottlieb Steen and Hamilton LLP (contained in the opinion included as Exhibit 5.1 to Amendment No. 1 filed on June 30, 2006).
- 24 Power of Attorney (incorporated by reference to Exhibit 24 to Amendment No. 1 filed on June 30, 2006).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on the 31st day of January, 2007.

SOUTHWESTERN ENERGY COMPANY

By: /s/ Mark K. Boling  
Mark K. Boling  
Executive Vice President,  
General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on January 31, 2007:

**Signature**

**Title**

<u>/s/ HAROLD M. KORELL</u> * Harold M. Korell	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ GREG D. KERLEY</u> *	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ STANLEY T. WILSON</u> * Stanley T. Wilson	Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ LEWIS E. EPLEY, JR.</u> * Lewis E. Epley, Jr.	Director
<u>/s/ ROBERT L. HOWARD</u> * Robert L. Howard	Director
<u>/s/ VELLO A. KUUSKRAA</u> * Vello A. Kuuskraa	Director
<u>/s/ KENNETH R. MOURTON</u> * Kenneth R. Mourton	Director
<u>/s/ CHARLES E. SCHARLAU</u> *	Director

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Charles E. Scharlau

\*Executed by attorney-in-fact pursuant to power of attorney granted June 30, 2006.

By: /s/ Mark K. Boling  
Mark K. Boling  
Executive Vice President,  
General Counsel and Secretary

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**EXHIBIT INDEX**

Exhibit No.	Description	Method of Filing	
4.1	Southwestern Energy Company 2004 Stock Incentive Plan (incorporated by reference to Appendix A to the Southwestern Arkansas Proxy Statement dated March 29, 2004).	Incorporated by reference	
4.2	Form of Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 20, 2004).	Incorporated by reference	
4.3	Form of Non-Qualified Stock Option Agreement for non-employee directors (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on December 20, 2004).	Incorporated by reference	
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<p>Form of Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 4.5 to Southwestern Energy Company's Registration Statement on Form S-8, File No. 333-121720).</p>	<p>Incorporated by reference</p>	4.6	

Form of Incentive Stock Option for awards granted on or after December 8, 2005 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on December 13, 2005).

Incorporated by reference

4.7

Form of Restricted Stock Agreement for awards granted on or after December 8, 2005 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on December 13, 2005).

Incorporated by reference

4.8

Form of Non-Qualified Stock Option Agreement for awards granted on or after December 8, 2005 (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on December 13, 2005).





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|------|---|---------------------------|
| 4.9  | Form of Restricted Stock Agreement for Special Awards (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 24, 2006). | Incorporated by reference |
| 5.1  | Opinion of Cleary Gottlieb Steen and Hamilton LLP (incorporated by reference to Exhibit 5.1 to Amendment No. 1 filed on June 30, 2006).                         | Incorporated by reference |
| 23.1 | Consent of PricewaterhouseCoopers LLP (incorporated by reference to Exhibit 23.1 to Amendment No. 1 filed on June 30, 2006).                                    | Incorporated by reference |
| 23.2 | Consent of Netherland, Sewell & Associates, Inc.  | Filed herewith            |
| 23.3 | Consent of Cleary Gottlieb Steen and Hamilton LLP (contained in the opinion included as Exhibit 5.1 to Amendment No. 1 filed on June 30, 2006).                 | Incorporated by reference |
| 24   | Power of Attorney (incorporated by reference to Exhibit 24 to Amendment No. 1 filed on June 30, 2006).  | Incorporated by reference |