

SOUTHWESTERN ENERGY CO

Form 4

December 08, 2014

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McCauley Jennifer N.

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)  
12/04/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) Other (specify below)  
Senior Vice President

(Street)  
HOUSTON, TX 77032

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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. 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	12/04/2014 <sup>(1)</sup>		A		2,230	A	\$ 0 14,260

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  
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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)	\$ 30.59	12/04/2014 <sup>(1)</sup>		A		10,490		12/04/2015 <sup>(2)</sup>	12/04/2021	Common Stock	10,490
Stock Options (Right to Buy)	\$ 38.97							12/05/2014	12/05/2020	Common Stock	6,860
Stock Options (Right to Buy)	\$ 34.5							12/06/2013	12/06/2019	Common Stock	6,400
Stock Options (Right to Buy)	\$ 36.87							12/08/2012	12/08/2018	Common Stock	5,510
Stock Options (Right to Buy)	\$ 36.22							12/09/2011	12/09/2017	Common Stock	4,440
Stock Options (Right to Buy)	\$ 40.73							12/10/2010	12/10/2016	Common Stock	2,640
Stock Options (Right to Buy)	\$ 43.47							06/01/2010	06/01/2016	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCauley Jennifer N. SUITE 125			Senior Vice	

2350 N. SAM HOUSTON PARKWAY EAST  
HOUSTON, TX 77032

President

## Signatures

/s/ Melissa D. McCarty, attorney-in-fact for Jennifer N.  
McCauley

12/08/2014

\_\_\_\_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) Restricted stock and options granted in consideration of services as an officer.

(2) 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.

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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