

SOUTHWESTERN ENERGY CO

Form 4

December 08, 2014

FORM 4UNITED 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
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ponder Randall D

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)

2350 N. SAM HOUSTON
PARKWAY EAST, SUITE 125

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2014

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Sr. Vice Pres. of Subsidiary

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

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 (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	11/21/2014		J ⁽¹⁾	V	12.097	A	\$ 32.9216	2,712.3388	I	by 401(k) Plan
Common Stock	12/04/2014 ⁽²⁾		A		7,500	A	\$ 0	51,290	D	
Common Stock	12/05/2014		F		460	D	\$ 30.15	50,830	D	
Common Stock	12/06/2014		F		245	D	\$ 30.15	50,585	D	

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 Number Shares
Stock Options (Right to Buy)	\$ 30.59	12/04/2014 ⁽²⁾		A		23,800		12/04/2015 ⁽³⁾	12/04/2021	Common Stock	23,800
Stock Options (Right to Buy)	\$ 38.97							12/05/2014	12/05/2020	Common Stock	18,200
Stock Options (Right to Buy)	\$ 34.5							12/06/2013	12/06/2019	Common Stock	7,200
Stock Options (Right to Buy)	\$ 36.87							12/08/2012	12/08/2018	Common Stock	56,000
Stock Options (Right to Buy)	\$ 36.22							12/09/2011	12/09/2017	Common Stock	6,500
Stock Options (Right to Buy)	\$ 40.73							12/10/2010	12/10/2016	Common Stock	5,600
Stock Options (Right to Buy)	\$ 30.68							12/11/2009	12/11/2015	Common Stock	8,100
	\$ 27.18							12/13/2008	12/13/2014		1,100

Stock
Options
(Right to
Buy)

Common
Stock

Phantom
Stock

(4)

(5)

(5)

Common
Stock

2,549

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ponder Randall D 2350 N. SAM HOUSTON PARKWAY EAST SUITE 125 HOUSTON, TX 77032			Sr. Vice Pres. of Subsidiary	

Signatures

/s/ Melissa D. McCarty, attorney-in-fact for Mr.
Ponder

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) Purchased through the Company's 401(k) plan from October 24, 2014, through November 21, 2014. The information in this report is based on a plan statement dated November 24, 2014.
- (2) Restricted stock and options granted in consideration of services as an officer.
- (3) 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.
- (4) Each share of phantom stock currently held in the Southwestern Energy Company Nonqualified Retirement Plan (the "NQ Plan") represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
- (5) Shares of phantom stock are payable in cash following termination of the reporting person's employment with Southwestern Energy Company. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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