

O'DONNELL TIMOTHY J

Form 4

December 31, 2009

**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 \*  
O'DONNELL TIMOTHY J

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)  
12/31/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
VP - Assistant Secretary

(Street)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                     | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                      | Price                                                                      |                                                                   |
| Common<br>Stock                       | 12/31/2009                              |                                                             | M                        |                                                                         | 1,100                                                                                                           | A \$<br>17.745                                                             | 125,876.3984 D                                                    |
| Common<br>Stock                       | 12/31/2009                              |                                                             | M                        |                                                                         | 1,464                                                                                                           | A \$<br>20.335                                                             | 127,340.3984 D                                                    |
| Common<br>Stock                       | 12/31/2009                              |                                                             | M                        |                                                                         | 2,606                                                                                                           | A \$ 27.18                                                                 | 129,946.3984 D                                                    |
| Common<br>Stock                       | 12/31/2009                              |                                                             | M                        |                                                                         | 461                                                                                                             | A \$ 30.68                                                                 | 130,407.3984 D                                                    |
| Common<br>Stock                       |                                         |                                                             |                          |                                                                         |                                                                                                                 |                                                                            | 8,505.936 I                                                       |
|                                       |                                         |                                                             |                          |                                                                         |                                                                                                                 |                                                                            | By 401(k)<br>Plan                                                 |

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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 number.**

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 (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)               | \$ 17.745                                              | 12/31/2009                           |                                                    | M                              | 1,100                                                                          | 12/08/2006                                               | 12/08/2012      | Common Stock                                                  | 1,100                      |
| Stock Options (Right to Buy)               | \$ 20.335                                              | 12/31/2009                           |                                                    | M                              | 1,464                                                                          | 12/11/2007                                               | 12/11/2013      | Common Stock                                                  | 1,464                      |
| Stock Options (Right to Buy)               | \$ 27.18                                               | 12/31/2009                           |                                                    | M                              | 2,606                                                                          | 12/13/2008                                               | 12/13/2014      | Common Stock                                                  | 2,606                      |
| Stock Options (Right to Buy)               | \$ 30.68                                               | 12/31/2009                           |                                                    | M                              | 461                                                                            | 12/11/2009                                               | 12/11/2015      | Common Stock                                                  | 461                        |
| Stock Options (Right to Buy)               | \$ 6.225                                               |                                      |                                                    |                                |                                                                                | 12/09/2005                                               | 12/09/2011      | Common Stock                                                  | 10,000                     |
| Phantom Stock                              | (1)                                                    |                                      |                                                    |                                |                                                                                | (2)                                                      | (2)             | Common Stock                                                  | 7,542.27 (3)               |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

ODONNELL TIMOTHY J  
SUITE 125  
2350 N. SAM HOUSTON PARKWAY EAST  
HOUSTON, TX 77032

VP - Assistant Secretary

## Signatures

/s/ Melissa D. McCarty, Attorney-in-Fact for Mr.  
O'Donnell

12/31/2009

\_\_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) Each share of phantom stock represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
- (2) 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.
- (3) The phantom stock is currently held in the Southwestern Energy Company Nonqualified Retirement Plan (the "NQ Plan") investment fund.

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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