

HOWARD ROBERT L

Form 5

February 14, 2011

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
HOWARD ROBERT L2. 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)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2010☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)SUITE 125, 2350 N. SAM
HOUSTON PARKWAY EAST

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77032

☒ 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. 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	12/17/2010	Â	J ⁽¹⁾	5,195 D \$ 0 7,305	I		by Robert L. Howard 2009 GRAT; Robert L. Howard, Trustee
Common Stock	12/17/2010	Â	J ⁽¹⁾	5,195 A \$ 0 89,055	D	Â	

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Common Stock	12/17/2010	Â	J(2)	4,535	D	\$ 0	7,965	I	by Helen C. Howard 2009 GRAT; Helen C. Howard, Trustee
Common Stock	12/17/2010	Â	J(2)	4,535	A	\$ 0	93,590	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	22,500	I	by Helen C. Howard GRAT; Helen C. Howard, Trustee
Common Stock	Â	Â	Â	Â	Â	Â	22,500	I	by Robert L. Howard GRAT; Robert L. Howard Trustee

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

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(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)	8. D S (I)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 3.1	Â	Â	Â	Â Â	12/31/2004 12/31/2013	Common Stock	64,000
Stock Options	\$ 6.225	Â	Â	Â	Â Â	12/09/2005 12/09/2011	Common Stock	13,760

(Right to
Buy)

Stock Options (Right to Buy)	\$ 17.97	Â	Â	Â	Â	Â	12/13/2006	12/13/2012	Common Stock	5,500
Stock Options (Right to Buy)	\$ 20.335	Â	Â	Â	Â	Â	12/11/2007	12/11/2013	Common Stock	6,000
Stock Options (Right to Buy)	\$ 27.18	Â	Â	Â	Â	Â	12/13/2008	12/13/2014	Common Stock	6,000
Stock Options (Right to Buy)	\$ 36.22	Â	Â	Â	Â	Â	12/09/2011	12/09/2017	Common Stock	4,550
Stock Options (Right to Buy)	\$ 30.68	Â	Â	Â	Â	Â	12/11/2009	12/11/2015	Common Stock	5,270
Stock Options (Right to Buy)	\$ 40.73	Â	Â	Â	Â	Â	12/10/2010	12/10/2016	Common Stock	3,960

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD ROBERT L 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.
Howard

02/14/2011

**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).

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(1) On December 17, 2010, 5,195 shares of stock held in the Robert L. Howard 2009 GRAT (the "RLH 2009 GRAT") were transferred out of the RLH 2009 GRAT and registered in the name of the reporting person and his spouse. Therefore, the reporting person now has direct beneficial ownership of the stock.

(2) On December 17, 2010, 4,535 shares of stock held in the Helen C. Howard 2009 GRAT (the "HCH 2009 GRAT") were transferred out of the HCH 2009 GRAT and registered in the name of the reporting person and his spouse. Therefore, the reporting person now has direct beneficial ownership of the stock.

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.