

Thaeler John D
Form 4
December 12, 2011

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

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thaeler John 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)
SUITE 125, 2350 N. SAM
HOUSTON PARKWAY EAST

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2011

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

(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. 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)
Common Stock	12/08/2011 ⁽¹⁾		A	4,620	A \$ 0	190,661.0974	D
Common Stock	12/08/2011		J ⁽²⁾	0.5777	A \$ 41.5797	28,515.257	I

By
401(k)
Plan

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 of Shares
Stock Options (Right to Buy)	\$ 36.87	12/08/2011 ⁽¹⁾		A		9,300		12/08/2012 ⁽³⁾	12/08/2018	Common Stock	9,300
Phantom Stock	⁽⁴⁾							⁽⁵⁾	⁽⁵⁾	Common Stock	27,701
Stock Options (Right to Buy)	\$ 2.645							12/10/2004	12/10/2013	Common Stock	10,600
Stock Options (Right to Buy)	\$ 17.745							12/08/2006	12/08/2012	Common Stock	3,140
Stock Options (Right to Buy)	\$ 20.335							12/11/2007	12/11/2013	Common Stock	17,200
Stock Options (Right to Buy)	\$ 27.18							12/13/2008	12/13/2014	Common Stock	13,000
Stock Options (Right to Buy)	\$ 30.68							12/11/2009	12/11/2015	Common Stock	14,000
Stock Options (Right to Buy)	\$ 40.73							12/10/2010	12/10/2016	Common Stock	9,000
Stock Options (Right to Buy)	\$ 36.22							12/09/2011	12/09/2017	Common Stock	10,000

Buy)

Reporting Owners

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

Signatures

/s/ Melissa D. McCarty, Attorney-in-Fact for Mr.
Thaeler

12/12/2011

__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).
- (1) Restricted stock and incentive stock options granted in consideration of services as an officer.
- (2) Purchased through the Company's 401(k) Plan from November 5, 2011, thru December 8, 2011. The information in this report is based on a plan statement dated as of December 8, 2011.
- (3) Incentive stock 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, 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.