

SOUTHWESTERN ENERGY CO
Form 4
December 10, 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

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(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)
Director 10% Owner
[X] Officer (give title below) Other (specify below)
Sr. Vice Pres. of Subsidiary

(Last) (First) (Middle)
2350 N. SAM HOUSTON
PARKWAY EAST, SUITE 125
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2014

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

Table with 7 columns: 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) (Code V Amount (D) Price), 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 Ownership (Instr. 4). Rows include Common Stock transactions on 12/09/2014.

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

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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 or Number of Shares
Stock Options (Right to Buy)	\$ 27.18	12/09/2014		M	1,145	12/13/2008	12/13/2014	Common Stock	1,145
Stock Options (Right to Buy)	\$ 30.59					12/04/2015	12/04/2021	Common Stock	23,800
Stock Options (Right to Buy)	\$ 38.97					12/05/2014	12/05/2020	Common Stock	18,290
Stock Options (Right to Buy)	\$ 34.5					12/06/2013	12/06/2019	Common Stock	7,250
Stock Options (Right to Buy)	\$ 36.87					12/08/2012	12/08/2018	Common Stock	56,780
Stock Options (Right to Buy)	\$ 36.22					12/09/2011	12/09/2017	Common Stock	6,510
Stock Options (Right to Buy)	\$ 40.73					12/10/2010	12/10/2016	Common Stock	5,660
Stock Options (Right to Buy)	\$ 30.68					12/11/2009	12/11/2015	Common Stock	8,190
	<u>(1)</u>					<u>(2)</u>	<u>(2)</u>		2,549.47

Phantom
StockCommon
Stock**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

12/10/2014

__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) 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.
 - (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.

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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