

SOUTHWESTERN ENERGY CO
 Form 4
 December 08, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(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
 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)
 12/04/2014

HOUSTON, TX 77032

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|--------|---|--|---|----------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| 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.

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 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.