

SOUTHWESTERN ENERGY CO

Form 8-K

May 04, 2006

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 1, 2006**

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**SOUTHWESTERN ENERGY COMPANY**

**(Exact name of registrant as specified in its charter)**

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**Arkansas**

**(State or other jurisdiction of incorporation)**

**1-8246**  
**(Commission File Number)**

**71-0205415**  
**(IRS Employer Identification No.)**

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2350 N. Sam Houston Pkwy. E., Suite 300,

Houston, Texas

(Address of principal executive offices)

77032

(Zip Code)

(281) 618-4700

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**SECTION 1. Registrant's Business and Operations.**

Item 1.01 Entry into a Material Definitive Agreement.

On May 1, 2006, Southwestern Energy Company (the "Company") entered into a stock purchase agreement ("Stock Purchase Agreement") with Atlas Pipeline Partners, L.P. ("Atlas") pursuant to which Atlas would acquire the Company's subsidiary, Mid-Continent Arkansas Pipeline, LLC (formerly Southwestern Energy Pipeline Company) ("MCAP"), which holds a 25% interest in the NOARK Pipeline System, Limited Partnership ("NOARK"), for \$69.0 million. Atlas' subsidiary holds the remaining 75% interest in NOARK. NOARK owns the Ozark Gas Transmission System, which the Company utilizes to transport natural gas.

A copy of the Stock Purchase Agreement was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 4, 2006, and is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SOUTHWESTERN ENERGY COMPANY**

Dated: May 4, 2006

By: /s/ GREG D. KERLEY

Name: Greg D. Kerley  
Title: Executive Vice President and  
Chief Financial Officer

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