

HOWARD ROBERT L  
Form 4  
December 14, 2009

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

OMB APPROVAL

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**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 \*  
HOWARD ROBERT L

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/10/2009

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 Filing(Check Applicable Line)

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**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code		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 Ownership (Instr. 4)
			Code	V	Amount	(D)			
Common Stock	11/19/2009		J <sup>(1)</sup>	V	12,500	D	\$ 0 22,500	I	by Helen C. Howard GRAT; Helen C. Howard, Trustee
Common Stock	11/19/2009		J <sup>(1)</sup>	V	12,500	A	\$ 0 92,000	D	
Common Stock	11/19/2009		J <sup>(2)</sup>	V	12,500	D	\$ 0 22,500	I	by Robert L. Howard GRAT;

Robert L.  
Howard  
Trustee

Common Stock	11/19/2009	J <sup>(2)</sup>	V	12,500	A	\$ 0	104,500	D
Common Stock	12/10/2009 <sup>(3)</sup>	A		2,010	A	\$ 0	106,510	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 40.73	12/10/2009 <sup>(3)</sup>		A	3,960	12/10/2010 <sup>(4)</sup>	12/10/2016	Common Stock	3,960
Stock Options (Right to Buy)	\$ 3.1					12/31/2004	12/31/2013	Common Stock	64,000
Stock Options (Right to Buy)	\$ 6.225					12/09/2005	12/09/2011	Common Stock	13,760
Stock Options (Right to Buy)	\$ 17.97					12/13/2006	12/13/2012	Common Stock	5,500
Stock Options	\$ 20.335					12/11/2007	12/11/2013	Common Stock	6,000

(Right to Buy)

Stock Options (Right to Buy)	\$ 27.18	12/13/2008	12/13/2014	Common Stock	6,000
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Stock Options (Right to Buy)	\$ 30.68	12/11/2009	12/11/2015	Common Stock	5,270
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## 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	X			

## Signatures

/s/ Melissa D. McCarty, Attorney-in-fact for Mr. Howard 12/14/2009

\*\*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) On November 19, 2009, 12,500 shares of stock held in the Helen C. Howard GRAT (the "HCH GRAT") were transferred out of the HCH 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 November 19, 2009, 12,500 shares of stock held in the Robert L. Howard GRAT (the "RLH GRAT") were transferred out of the RLH 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.
  - (3) Restricted stock and nonqualified stock options granted in consideration of services as a director.
  - (4) Nonqualified 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.

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.