

KERLEY GREGORY D  
Form 4  
December 13, 2010

**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 \*  
KERLEY GREGORY 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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/09/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President & CFO

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 (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)			
				(A) or (D)	Price					
Common Stock	12/09/2010 <sup>(1)</sup>		A	V	14,340	A	\$ 0	1,166,132	D	
Common Stock	10/19/2010		J <sup>(2)</sup>	V	29	A	\$ 34.9919	1,166,161	D	
Common Stock	12/09/2010		J <sup>(3)</sup>	V	6.5582	A	\$ 34.95	25,348.5238	I	By 401(k) Plan
Common Stock								319	I	By JGH Irrevocable Trust; Greg D. Kerley,

Grantor

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.**

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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 Shares
Stock Options (Right to Buy)	\$ 36.22	12/09/2010 <sup>(1)</sup>		A	27,760	12/09/2011 <sup>(4)</sup>	12/09/2017	Common Stock	27,
Phantom Stock	<sup>(5)</sup>					<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	51,58
Stock Options (Right to Buy)	\$ 1.435					12/11/2003	12/11/2012	Common Stock	152
Stock Options (Right to Buy)	\$ 2.645					12/10/2004	12/10/2013	Common Stock	216
Stock Options (Right to Buy)	\$ 6.225					12/09/2005	12/09/2011	Common Stock	102
Stock Options (Right to Buy)	\$ 17.745					12/08/2006	12/08/2012	Common Stock	41,
Stock Options (Right to Buy)	\$ 20.335					12/11/2007	12/11/2013	Common Stock	38,

