

EPLEY LEWIS E JR  
Form 4  
December 15, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
EPLEY LEWIS E JR

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)  
12/11/2008

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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 07/24/2008                           |  | G <sup>(1)</sup>               | V 2,051 A \$ 0  | 55,662.36 <sup>(2)</sup>  | I  | By Spouse                         |
| Common Stock                    | 07/24/2008                           |  | G <sup>(1)</sup>               | V 2,051 D \$ 0  | 34,778.56 <sup>(2)</sup>  | D  |                                   |
| Common Stock                    | 12/11/2008                           |  | A                              | 1,600 A \$ 0 <sup>(3)</sup>                                       | 36,378.56   | D  |                                   |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)               | \$ 30.68   | 12/11/2008                           |  | A                              | 5,270   | 12/11/2009 <sup>(4)</sup>                                | 12/11/2015  | Common Stock | 5,270                      |
| Stock Options (Right to Buy)               | \$ 0.815   |                                      |  |                                |   | 12/31/2000   | 12/31/2009  | Common Stock | 96,000 <sup>(5)</sup>      |
| Stock Options (Right to Buy)               | \$ 1.22  |                                      |  |                                |   | 12/31/2001   | 12/31/2010  | Common Stock | 64,000 <sup>(6)</sup>      |
| Stock Options (Right to Buy)               | \$ 1.365   |                                      |  |                                |   | 12/31/2002   | 12/31/2011  | Common Stock | 64,000 <sup>(7)</sup>      |
| Stock Options (Right to Buy)               | \$ 1.47  |                                      |  |                                |   | 12/31/2003   | 12/31/2012  | Common Stock | 64,000 <sup>(8)</sup>      |
| Stock Options (Right to Buy)               | \$ 3.1   |                                      |  |                                |   | 12/31/2004   | 12/31/2013  | Common Stock | 64,000 <sup>(9)</sup>      |
| Stock Options (Right to Buy)               | \$ 6.225   |                                      |  |                                |   | 12/09/2005   | 12/09/2011  | Common Stock | 13,760 <sup>(10)</sup>     |
| Stock Options                              | \$ 17.97   |                                      |  |                                |   | 12/13/2006   | 12/13/2012  | Common Stock | 5,500 <sup>(11)</sup>      |



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- (11) This option was previously reported as covering 2,750 nonqualified stock options at an exercise price of \$35.94 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
- (12) This option was previously reported as covering 3,000 nonqualified stock options at an exercise price of \$40.67 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
- (13) This option was previously reported as covering 3,000 nonqualified stock options at an exercise price of \$54.36 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.

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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