

SCHARLAU CHARLES E
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 *
SCHARLAU CHARLES E

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	08/31/2009		J ⁽¹⁾	V	167,614	D	\$ 0 883,958	D	by Charles Scharlau GRAT; Charles Scharlau, Trustee
Common Stock	08/31/2009		J ⁽¹⁾	V	167,614	A	\$ 0 167,614	I	
Common Stock	08/31/2009		J ⁽²⁾	V	523,794	D	\$ 0 360,164	D	

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Common Stock	08/31/2009	J ⁽²⁾	V	523,794	A	\$ 0	523,794	I	by Family LLC
Common Stock	12/10/2009 ⁽³⁾	A		2,010	A	\$ 0	362,174	D	
Common Stock							8,000	I	By Spouse

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 ⁽³⁾		A	3,960	12/10/2010 ⁽⁴⁾	12/10/2016	Common Stock	3,960
Stock Options (Right to Buy)	\$ 1.22					12/31/2001	12/31/2010	Common Stock	64,000
Stock Options (Right to Buy)	\$ 1.365					12/31/2002	12/31/2011	Common Stock	64,000
Stock Options (Right to Buy)	\$ 1.47					12/31/2003	12/31/2012	Common Stock	64,000
Stock Options (Right to Buy)	\$ 3.1					12/31/2004	12/31/2013	Common Stock	64,000

Buy)					
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 (Right to Buy)	\$ 20.335	12/11/2007	12/11/2013	Common Stock	6,000
Stock Options (Right to Buy)	\$ 27.18	12/13/2008	12/13/2014	Common Stock	6,000
Stock Options (Right to Buy)	\$ 30.68	12/11/2009	12/11/2015	Common Stock	5,270

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHARLAU CHARLES E SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032	X			

Signatures

/s/ Melissa D. McCarty, Attorney-in-fact for Mr.
Scharlau

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).

- On August 31, 2009, 167,614 shares were transferred into the Charles Scharlau 2009 Retained Annuity Trust ("Charles Scharlau (1) GRAT"). The reporting person will remain the Trustee for the GRAT account, and will continue to have indirect beneficial ownership of the stock.
- (2) On August 31, 2009, the reporting person transferred 523,794 shares of Southwestern Energy Company stock into a Family LLC. The reporting person controls the LLC and therefore, has indirect beneficial ownership of the transferred shares.
- (3) Restricted stock and nonqualified stock options granted in consideration of services as a director.

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- (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.