

SOUTHWESTERN ENERGY CO  
 Form 4  
 December 10, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Ponder Randall 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)  
 2350 N. SAM HOUSTON  
 PARKWAY EAST, SUITE 125  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/09/2014

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Sr. Vice Pres. of Subsidiary

HOUSTON, TX 77032

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |                                   |
| Common Stock                    | 12/09/2014                           |  | M                              | 1,145 A \$ 27.18  | 51,730  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,712.3388  | I  | by 401(k) Plan                    |

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

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SEC 1474  
 (9-02)

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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 or Number of Shares |
| Stock Options (Right to Buy)               | \$ 27.18   | 12/09/2014                           |  | M                              | 1,145   | 12/13/2008   | 12/13/2014      | Common Stock  | 1,145                      |
| Stock Options (Right to Buy)               | \$ 30.59   |                                      |  |                                |   | 12/04/2015   | 12/04/2021      | Common Stock  | 23,800                     |
| Stock Options (Right to Buy)               | \$ 38.97   |                                      |  |                                |   | 12/05/2014   | 12/05/2020      | Common Stock  | 18,290                     |
| Stock Options (Right to Buy)               | \$ 34.5  |                                      |  |                                |   | 12/06/2013   | 12/06/2019      | Common Stock  | 7,250                      |
| Stock Options (Right to Buy)               | \$ 36.87   |                                      |  |                                |   | 12/08/2012   | 12/08/2018      | Common Stock  | 56,780                     |
| Stock Options (Right to Buy)               | \$ 36.22   |                                      |  |                                |   | 12/09/2011   | 12/09/2017      | Common Stock  | 6,510                      |
| Stock Options (Right to Buy)               | \$ 40.73   |                                      |  |                                |   | 12/10/2010   | 12/10/2016      | Common Stock  | 5,660                      |
| Stock Options (Right to Buy)               | \$ 30.68   |                                      |  |                                |   | 12/11/2009   | 12/11/2015      | Common Stock  | 8,190                      |
|  | <u>(1)</u>   |                                      |  |                                |   | <u>(2)</u>   | <u>(2)</u>      |   | 2,549.47                   |

Phantom  
Stock

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Ponder Randall D<br>2350 N. SAM HOUSTON PARKWAY EAST<br>SUITE 125<br>HOUSTON, TX 77032 |               |           | Sr. Vice Pres. of Subsidiary |       |

## Signatures

/s/ Melissa D. McCarty, attorney-in-fact for Mr.  
Ponder

12/10/2014

\_\_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) Each share of phantom stock currently held in the Southwestern Energy Company Nonqualified Retirement Plan (the "NQ Plan") represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
- (2) Shares of phantom stock are payable in cash following termination of the reporting person's employment with Southwestern Energy Company. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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.