

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-03**

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REPORTING OWNER

Thaler John D

CIK: **1382983**

Type: **4** | Act: **34** | File No.: **001-08246** | Film No.: **111184062**

Mailing Address

*2350 N. SAM HOUSTON
PARKWAY EAST
SUITE 300
HOUSTON TX 77032*

ISSUER

SOUTHWESTERN ENERGY CO

CIK: **7332** | IRS No.: **710205415** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address

*2350 N. SAM HOUSTON
PARKWAY EAST
SUITE 125
HOUSTON TX 77032*

Business Address

*2350 N. SAM HOUSTON
PARKWAY EAST
SUITE 125
HOUSTON TX 77032
2816184700*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Thaler John D			2. Issuer Name and Ticker or Trading Symbol SOUTHWESTERN ENERGY CO [SWN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Sr. Vice Pres. of Subsidiary		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2011			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
SUITE 125, 2350 N. SAM HOUSTON PARKWAY EAST			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/03/2011		I ⁽¹⁾		50.6685	A	\$37.88	28,514.6793	I	By 401(k) Plan
Common Stock								186,041.0974	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	(2)	11/03/2011		I ⁽³⁾		27,701.91		(4)	(4)	Common Stock	27,701.91	\$ 0 ⁽²⁾	27,701.9124	D	

Explanation of Responses:

- Purchased through the Company's 401(k) Plan from July 16, 2011, thru November 4, 2011. The information in this report is based on a plan statement dated as of November 4, 2011.
- 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.
- On November 3, 2011, the reporting person transferred 27,701.91 shares of phantom stock held under Southwestern Energy Company's NQ Plan to a different investment fund within the Plan. The market price at the time of transfer was \$42.3454 per share.

4. 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.

Signatures

/s/ Melissa D. McCarty, Attorney-in-Fact for Mr. Thaeler

** Signature of Reporting Person

11/07/2011

Date

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

* 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).

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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