

HOWARD ROBERT L  
Form 4  
March 12, 2012

**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 \*  
**HOWARD ROBERT L**

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)  
**03/08/2012**

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 Indirect Ownership (Instr. 4) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |         |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |         |   |  |
| Common Stock                    | 01/18/2012                           |  | J(1)                           | V   | 7,965   | D  | \$ 0                                       | 0       | I | by Helen C. Howard 2009 GRAT; Helen C. Howard, Trustee |
| Common Stock                    | 01/18/2012                           |  | J(1)                           | V   | 7,965   | A  | \$ 0                                       | 103,765 | D |  |
| Common Stock                    | 02/07/2012                           |  | J(2)                           | V   | 7,305   | D  | \$ 0                                       | 0       | I | by Robert L. Howard                                    |

2009  
GRAT;  
Robert L.  
Howard,  
Trustee

|              |            |                  |   |        |   |                             |         |   |
|--------------|------------|------------------|---|--------|---|-----------------------------|---------|---|
| Common Stock | 02/07/2012 | J <sup>(2)</sup> | V | 7,305  | A | \$ 0                        | 111,070 | D |
| Common Stock | 03/08/2012 | M                |   | 64,000 | A | \$ 3.1                      | 175,070 | D |
| Common Stock | 03/08/2012 | S                |   | 64,000 | D | \$<br>33.5932<br><u>(3)</u> | 111,070 | D |
| Common Stock |            |                  |   |        |   |                             | 45,000  | I |

By 2011  
Family  
Limited  
Partnership

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

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SEC 1474  
(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) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Stock Options (Right to Buy)               | \$ 3.1   | 03/08/2012                           |  | M                              | 64,000  | 12/31/2004   | 12/31/2013  | Common Stock               | 64,000 |
| Stock Options (Right to Buy)               | \$ 20.335  |                                      |  |                                |   | 12/11/2007   | 12/11/2013  | Common Stock               | 6,000  |
| Stock Options                              | \$ 27.18   |                                      |  |                                |   | 12/13/2008   | 12/13/2014  | Common Stock               | 6,000  |

(Right to Buy)

|                              |          |            |            |              |       |
|------------------------------|----------|------------|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 36.22 | 12/09/2011 | 12/09/2017 | Common Stock | 4,550 |
|------------------------------|----------|------------|------------|--------------|-------|

|                              |          |            |            |              |       |
|------------------------------|----------|------------|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 30.68 | 12/11/2009 | 12/11/2015 | Common Stock | 5,270 |
|------------------------------|----------|------------|------------|--------------|-------|

|                              |          |            |            |              |       |
|------------------------------|----------|------------|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 40.73 | 12/10/2010 | 12/10/2016 | Common Stock | 3,960 |
|------------------------------|----------|------------|------------|--------------|-------|

|                              |          |            |            |              |       |
|------------------------------|----------|------------|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 36.87 | 12/08/2012 | 12/08/2018 | Common Stock | 4,450 |
|------------------------------|----------|------------|------------|--------------|-------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HOWARD ROBERT L<br>SUITE 125<br>2350 N. SAM HOUSTON PARKWAY EAST<br>HOUSTON, TX 77032 | X             |           |         |       |

## Signatures

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

03/12/2012

\*\*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) On January 18, 2012, 7,965 shares of stock held in the Helen C. Howard 2009 GRAT (the "HCH 2009 GRAT") were transferred out of the HCH 2009 GRAT and registered in the name of the reporting person and his spouse. Therefore, the reporting person now has direct beneficial ownership of the stock.

(2) On February 7, 2012, 7,305 shares of stock held in the Robert L. Howard 2009 GRAT (the "RLH 2009 GRAT") were transferred out of the RLH 2009 GRAT and registered in the name of the reporting person and his spouse. Therefore, the reporting person now has direct beneficial ownership of the stock.

(3) This transaction was executed in multiple trades at prices ranging from \$33.55 to \$33.66. The price reported above in Column 4 reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon written request, to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were effected.

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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