

SOUTHWESTERN ENERGY CO

Form 5

February 14, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
RATHERT TERRY W

(Last) (First) (Middle)

10000 ENERGY DRIVE

(Street)

SPRING, TX 77389

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
SOUTHWESTERN ENERGY CO
[SWN]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/01/2016	Â	J ⁽¹⁾	657 A \$ 8.9081	5,657	I	by 2004 Family Limited Partnership
Common Stock	07/01/2016	Â	J ⁽²⁾	456 A \$ 12.8218	6,113	I	by 2004 Family Limited Partnership

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Common Stock	10/01/2016	Â	J ⁽³⁾	444	A	\$ 13.1879	6,557	I	by 2004 Family Limited Partnership
Common Stock	Â	Â	Â	Â	Â	Â	16,190	D	Â

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Depository Shares (series B Mandatory Preferred Interest)	Â	Â	Â	Â	Â Â	Â ⁽⁴⁾ Â ⁽⁴⁾	Common Stock 13,87
Stock Options (Right to Buy)	\$ 30.59	Â	Â	Â	Â Â	12/04/2015 ⁽⁵⁾ 12/04/2021	Common Stock 5,9
Stock Options (Right to Buy)	\$ 7.74	Â	Â	Â	Â Â	12/04/2016 ⁽⁵⁾ 12/04/2022	Common Stock 18,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATHERT TERRY W 10000 ENERGY DRIVE	Â X	Â	Â	Â

SPRING, TX 77389

Signatures

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

02/14/2017

____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 March 16, 2016, the Issuer declared a quarterly dividend of \$15.625 per share on its 6.25% Series B Mandatory Convertible Preferred Stock, payable on April 15, 2016, to holders of record on April 1, 2016. The dividend was paid in shares of common stock based on the Volume Weighted Average Price per share over the five consecutive trading day period ending on the second trading day immediately preceding the applicable dividend payment day, multiplied by 97%.

(2) On June 14, 2016, the Issuer declared a quarterly dividend of \$15.625 per share on its 6.25% Series B Mandatory Convertible Preferred Stock, payable on July 15, 2016, to holders of record on July 1, 2016. The dividend was paid in shares of common stock based on the Volume Weighted Average Price per share over the five consecutive trading day period ending on the second trading day immediately preceding the applicable dividend payment day, multiplied by 97%.

(3) On September 21, 2016, the Issuer declared a quarterly dividend of \$15.625 per share on its 6.25% Series B Mandatory Convertible Preferred Stock, payable on October 17, 2016, to holders of record on October 1, 2016. The dividend was paid in shares of common stock based on the Volume Weighted Average Price per share over the five consecutive trading day period ending on the second trading day immediately preceding the applicable dividend payment day, multiplied by 97%.

(4) Each Depositary Share represents a 1/20th interest in a share of the Issuer's 6.25% Series B Mandatory Convertible Preferred Stock, \$0.01 par value per share (the "Series B Preferred Stock"). At any time prior to January 15, 2018, a holder of 20 Depositary Shares may cause the conversion of one share of the Series B Preferred Stock into a number of shares of the Issuer's Common Stock equal to the minimum conversion rate of 37.0028, subject to adjustments for certain fundamental changes (as defined). Thus, each Depositary Share will convert into 1.85014 shares of Common Stock, subject to adjustment. On approximately January 15, 2018, the Depositary Shares mandatorily convert to Common Stock at a conversion rate ranging from 1.85014 to 2.1739 shares of Common Stock per Depositary Share (or a Series B Preferred Stock to Common Stock conversion rate ranging from 37.0028 to 43.4782 shares), subject to adjustment.

(5) 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 with required years of service, or a change in control.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.