

Thaeler John D
 Form 4
 December 15, 2008

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 *
 Thaeler 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
 Officer (give title below) ___ Other (specify below)
 Sr. Vice Pres. of Subsidiary

(Last) (First) (Middle)
 SUITE 125, 2350 N. SAM
 HOUSTON PARKWAY EAST
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/11/2008

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 Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|----------------|
| | | | | Code V | Amount | (A) or (D) | Price | |
| Common Stock | 12/11/2008 | | A | | 4,240 | A | \$ 0 ⁽¹⁾ | 148,492.0974 D |
| Common Stock | 12/11/2008 | | J ⁽²⁾ | | 73.2157 | A | \$ 34.6693 | 27,980.5207 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 Number of Shares |
| Stock Options (Right to Buy) | \$ 30.68 | 12/11/2008 | | A | 14,050 | 12/11/2009 ⁽³⁾ | 12/11/2015 | Common Stock | 14,050 |
| Phantom Stock | ⁽⁴⁾ | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 55,400 |
| Stock Options (Right to Buy) | \$ 2.645 | | | | | 12/10/2004 | 12/10/2013 | Common Stock | 50,600 |
| Stock Options (Right to Buy) | \$ 6.225 | | | | | 12/09/2005 | 12/09/2011 | Common Stock | 19,200 |
| Stock Options (Right to Buy) | \$ 17.745 | | | | | 12/08/2006 | 12/08/2012 | Common Stock | 11,500 |
| Stock Options (Right to Buy) | \$ 20.335 | | | | | 12/11/2007 | 12/11/2013 | Common Stock | 23,700 |
| Stock Options (Right to Buy) | \$ 27.18 | | | | | 12/13/2008 | 12/13/2014 | Common Stock | 16,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thaeler John D SUITE 125 | | | Sr. Vice Pres. of Subsidiary | |

2350 N. SAM HOUSTON PARKWAY EAST
HOUSTON, TX 77032

Signatures

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

12/15/2008

__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) Restricted stock and incentive stock options granted in consideration of services as an officer.
 - (2) Purchased through the Company's 401(k) Plan from July 11, 2008, thru December 12, 2008. The information in this report is based on a plan statement dated as of December 12, 2008.
 - (3) Incentive 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.
 - (4) Each share of phantom stock represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
 - (5) 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.
 - (6) The phantom stock is currently held in the Southwestern Energy Company Nonqualified Retirement Plan (the "NQ Plan") investment fund, and has been adjusted to reflect the two-for-one stock split on March 25, 2008.
 - (7) This option was previously reported as covering 25,320 incentive stock options at an exercise price of \$5.285 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
 - (8) This option was previously reported as covering 9,600 incentive stock options at an exercise price of \$12.45 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
 - (9) This option was previously reported as covering 5,760 incentive stock options at an exercise price of \$35.49 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
 - (10) This option was previously reported as covering 11,860 incentive stock options at an exercise price of \$40.67 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
 - (11) This option was previously reported as covering 8,340 incentive stock options at an exercise price of \$54.36 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.

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.