

KERLEY GREGORY D
Form 4
August 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
KERLEY GREGORY 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)

SUITE 125, 2350 N. SAM
HOUSTON PARKWAY EAST

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President & CFO

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/07/2012		M		152,076	A	\$ 1.4325	1,270,820 ⁽¹⁾	I	by Greg D. Kerley and Beth C. Kerley Joint Revocable Trust
Common Stock	08/07/2012		S		152,076	D	\$ 31.25 ⁽²⁾	1,118,744	I	by Greg D. Kerley and Beth C. Kerley

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Common Stock	08/07/2012	M	41,785	A	\$ 17.745	1,160,529	I	Joint Revocable Trust by Greg D. Kerley and Beth C. Kerley Joint Revocable Trust
Common Stock	08/07/2012	S	41,785	D	\$ <u>31.25</u> (2)	1,118,744	I	by Greg D. Kerley and Beth C. Kerley Joint Revocable Trust
Common Stock	08/07/2012	<u>J</u> (3)	V 204.3963	A	\$ 30.9546	25,720.2535	I	By 401(k) Plan
Common Stock						86,828	D	
Common Stock						1,994	I	By JGH Irrevocable Trust; Greg D. Kerley, Grantor
Common Stock						1,475	I	By PAK Irrevocable Trust; Greg D. Kerley, Grantor
Common Stock						1,475	I	By TMH Irrevocable Trust; Greg D. Kerley, Grantor

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Shares
Stock Options (Right to Buy)	\$ 1.435	08/07/2012		M		152,076		12/11/2003	12/11/2012	Common Stock	152,076
Stock Options (Right to Buy)	\$ 17.745	08/07/2012		M		41,785		12/08/2006	12/08/2012	Common Stock	41,785
Stock Options (Right to Buy)	\$ 2.645							12/10/2004	12/10/2013	Common Stock	216,000
Stock Options (Right to Buy)	\$ 20.335							12/11/2007	12/11/2013	Common Stock	38,700
Stock Options (Right to Buy)	\$ 27.18							12/13/2008	12/13/2014	Common Stock	40,200
Stock Options (Right to Buy)	\$ 30.68							12/11/2009	12/11/2015	Common Stock	31,600
Stock Options (Right to Buy)	\$ 36.22							12/09/2011	12/09/2017	Common Stock	27,700
Stock Options (Right to Buy)	\$ 40.73							12/10/2010	12/10/2016	Common Stock	21,800
Stock Options (Right to Buy)	\$ 36.87							12/08/2012	12/08/2018	Common Stock	29,200
	(4)							(5)	(5)		51,589

