

HOWARD ROBERT L  
 Form 5  
 February 14, 2011

**FORM 5**

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

OMB APPROVAL

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 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2010

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 Reporting

(check applicable line)

HOUSTON, TX 77032

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 (A) or Price (D)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/17/2010	^	J(1)	5,195 D	\$ 0 7,305	I	by Robert L. Howard 2009 GRAT; Robert L. Howard, Trustee
Common Stock	12/17/2010	^	J(1)	5,195 A	\$ 0 89,055	D	^

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Common Stock	12/17/2010	Â	J(2)	4,535	D	\$ 0	7,965	I	by Helen C. Howard 2009 GRAT; Helen C. Howard, Trustee
Common Stock	12/17/2010	Â	J(2)	4,535	A	\$ 0	93,590	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	22,500	I	by Helen C. Howard GRAT; Helen C. Howard, Trustee
Common Stock	Â	Â	Â	Â	Â	Â	22,500	I	by Robert L. Howard GRAT; Robert L. Howard Trustee

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

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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 3.1	Â	Â	Â	Â Â	12/31/2004 12/31/2013	Common Stock	64,000
Stock Options	\$ 6.225	Â	Â	Â	Â Â	12/09/2005 12/09/2011	Common Stock	13,760

(Right to Buy)											
Stock Options (Right to Buy)	\$ 17.97	^	^	^	^	^	12/13/2006	12/13/2012	Common Stock	5,500	
Stock Options (Right to Buy)	\$ 20.335	^	^	^	^	^	12/11/2007	12/11/2013	Common Stock	6,000	
Stock Options (Right to Buy)	\$ 27.18	^	^	^	^	^	12/13/2008	12/13/2014	Common Stock	6,000	
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	

## Reporting Owners

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

## Signatures

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

02/14/2011

\*\*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).

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(1) On December 17, 2010, 5,195 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.

(2) On December 17, 2010, 4,535 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.

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.