

HOWARD ROBERT L
Form 5
February 13, 2012

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)
12/31/2011

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 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 | 02/09/2010 | Â | J5 ⁽¹⁾ | 22,500 D | \$ 0 0 | I | by Helen C. Howard GRAT; Helen C. Howard, Trustee |
| Common Stock | 02/09/2010 | Â | J5 ⁽¹⁾ | 22,500 A | \$ 0 95,800 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|-------------------|--------|---|------|--------|---|--|
| Common Stock | 02/09/2010 | Â | J5 ⁽²⁾ | 22,500 | D | \$ 0 | 0 | I | by Robert L. Howard GRAT; Robert L. Howard Trustee |
| Common Stock | 02/09/2010 | Â | J5 ⁽²⁾ | 22,500 | A | \$ 0 | 95,800 | D | Â |
| Common Stock | 03/31/2011 | Â | J ⁽³⁾ | 45,000 | D | \$ 0 | 95,800 | D | Â |
| Common Stock | 03/31/2011 | Â | J ⁽³⁾ | 45,000 | A | \$ 0 | 45,000 | I | By 2011 Family Limited Partnership |
| Common Stock | Â | Â | Â | Â | Â | Â | 7,965 | I | by Helen C. Howard 2009 GRAT; Helen C. Howard, Trustee |
| Common Stock | Â | Â | Â | Â | Â | Â | 7,305 | I | by Robert L. Howard 2009 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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SEC 2270 (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) | | 8. Amount or Number |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|------------------|---------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number | |

| | | | | | | | | | | |
|------------------------------|-----------|---|---|---|---|---|------------|------------|--------------|--------|
| Stock Options (Right to Buy) | \$ 3.1 | Â | Â | Â | Â | Â | 12/31/2004 | 12/31/2013 | Common Stock | 64,000 |
| Stock Options (Right to Buy) | \$ 20.335 | Â | Â | Â | Â | Â | 12/11/2007 | 12/11/2013 | Common Stock | 6,000 |
| Stock Options (Right to Buy) | \$ 27.18 | Â | Â | Â | Â | Â | 12/13/2008 | 12/13/2014 | Common Stock | 6,000 |
| Stock Options (Right to Buy) | \$ 36.22 | Â | Â | Â | Â | Â | 12/09/2011 | 12/09/2017 | Common Stock | 4,550 |
| Stock Options (Right to Buy) | \$ 30.68 | Â | Â | Â | Â | Â | 12/11/2009 | 12/11/2015 | Common Stock | 5,270 |
| Stock Options (Right to Buy) | \$ 40.73 | Â | Â | Â | Â | Â | 12/10/2010 | 12/10/2016 | Common Stock | 3,960 |
| Stock Options (Right to Buy) | \$ 36.87 | Â | Â | Â | Â | Â | 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 SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032 | Â X | Â | Â | Â |

Signatures

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

02/13/2012

**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).

On February 9, 2010, 22,500 shares of stock held in the Helen C. Howard GRAT (the "HCH GRAT") were transferred out of the HCH
(1) 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.

On February 9, 2010, 22,500 shares of stock held in the Robert L. Howard GRAT (the "RLH GRAT") were transferred out of the RLH
(2) 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.

On March 31, 2011, the reporting person transferred 45,000 shares of Southwestern Energy Company stock into a Family Limited
(3) Partnership (the "2011 FLP"). The reporting person controls the general partner of the 2011 FLP and therefore, has indirect beneficial ownership of the transferred shares.

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