

Ponder Randall D  
Form 3  
June 07, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Ponder Randall D		(Month/Day/Year)	SOUTHWESTERN ENERGY CO [SWN]	
(Last)	(First)	(Middle)	06/01/2012	
2350 N. SAM HOUSTON PARKWAY EAST,Â SUITE 125			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON,Â TXÂ 77032			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Sr. Vice Pres. of Subsidiary	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	28,300	D	Â
Common Stock	2,253.2377	I	by 401(k) Plan

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Phantom Stock	Â (1)	Â (1)	Common Stock	2,549.4713	\$ (2)	D	Â
Stock Options (Right to Buy) (3)	12/08/2006	12/08/2012	Common Stock	5,420	\$ 17.745	D	Â
Stock Options (Right to Buy) (3)	12/11/2007	12/11/2013	Common Stock	5,820	\$ 20.335	D	Â
Stock Options (Right to Buy) (3)	12/13/2008	12/13/2014	Common Stock	6,580	\$ 27.18	D	Â
Stock Options (Right to Buy) (3)	12/11/2009	12/11/2015	Common Stock	8,190	\$ 30.68	D	Â
Stock Options (Right to Buy) (3)	12/10/2010	12/10/2016	Common Stock	5,660	\$ 40.73	D	Â
Stock Options (Right to Buy) (3)	12/09/2011	12/09/2017	Common Stock	6,510	\$ 36.22	D	Â
Stock Options (Right to Buy) (3)	12/08/2012	12/08/2018	Common Stock	56,780	\$ 36.87	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ponder Randall D 2350 N. SAM HOUSTON PARKWAY EAST SUITE 125 HOUSTON, TX 77032	Â	Â	Â Sr. Vice Pres. of Subsidiary	Â

## Signatures

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

06/07/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 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.
- (2) Each share of phantom stock currently held in the Southwestern Energy Company Nonqualified Retirement Plan (the "NQ Plan") represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
- (3)

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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