

Ponder Randall D  
Form 4  
December 10, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Ponder Randall 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)  
2350 N. SAM HOUSTON  
PARKWAY EAST, SUITE 125  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2012

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)			
				(A) or (D)	Price					
Common Stock	12/06/2012 <sup>(1)</sup>		A	V	3,580	A	\$ 0	31,880	D	
Common Stock	12/06/2012		J <sup>(2)</sup>	V	19.0397	A	\$ 35.5939	2,356.2579	I	by 401(k) Plan

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.**

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(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)	\$ 34.5	12/06/2012 <sup>(1)</sup>		A		7,250		12/06/2013 <sup>(3)</sup>	12/06/2019	Common Stock	7,250
Stock Options (Right to Buy)	\$ 36.87							12/08/2012	12/08/2018	Common Stock	56,700
Stock Options (Right to Buy)	\$ 36.22							12/09/2011	12/09/2017	Common Stock	6,510
Stock Options (Right to Buy)	\$ 40.73							12/10/2010	12/10/2016	Common Stock	5,660
Stock Options (Right to Buy)	\$ 30.68							12/11/2009	12/11/2015	Common Stock	8,190
Stock Options (Right to Buy)	\$ 27.18							12/13/2008	12/13/2014	Common Stock	6,580
Stock Options (Right to Buy)	\$ 20.335							12/11/2007	12/11/2013	Common Stock	5,820
Phantom Stock	<sup>(4)</sup>							<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	2,549.4

