

BOLING MARK K
Form 4
December 10, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BOLING MARK K

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and General Counsel

SUITE 125, 2350 N. SAM
HOUSTON PARKWAY EAST

(Street)

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

HOUSTON, TX 77032

(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	10/16/2012		J ⁽¹⁾	V	16	A	\$ 31.74	404,590	D
Common Stock	12/06/2012 ⁽²⁾		A		17,420	A	\$ 0	422,010	D

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

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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 or Number of Shares
Stock Options (Right to Buy)	\$ 34.5	12/06/2012 ⁽²⁾		A	35,320	12/06/2013 ⁽³⁾ 12/06/2019	Common Stock 35,320
Stock Options (Right to Buy)	\$ 2.645					12/10/2004 12/10/2013	Common Stock 14,174
Stock Options (Right to Buy)	\$ 20.335					12/11/2007 ⁽³⁾ 12/11/2013	Common Stock 33,280
Stock Options (Right to Buy)	\$ 27.18					12/13/2008 ⁽³⁾ 12/13/2014	Common Stock 24,860
Stock Options (Right to Buy)	\$ 30.68					12/11/2009 12/11/2015	Common Stock 23,410
Stock Options (Right to Buy)	\$ 36.22					12/09/2011 12/09/2017	Common Stock 19,080
Stock Options (Right to Buy)	\$ 40.73					12/10/2010 ⁽³⁾ 12/10/2016	Common Stock 15,080
Stock Options (Right to Buy)	\$ 36.87					12/08/2012 12/08/2018	Common Stock 19,880

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOLING MARK K SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032			President and General Counsel	

Signatures

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

12/10/2012

__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).
- (1) Employee service award granted for 10 years of service with the Company.
- (2) Restricted stock and incentive stock options granted in consideration of services as an officer.
- (3) Incentive 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. 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.