

SCHARLAU CHARLES E
Form 4
December 20, 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 *
SCHARLAU CHARLES E

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)
12/19/2012

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	12/19/2012		M		6,000 A \$ 20.335	458,369	D
Common Stock	12/19/2012		S		6,000 D \$ 34.0201	452,369	D
Common Stock						50,379	I

by Charles Scharlau 2010 GRAT; Charles Scharlau, Trustee

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Common Stock					8,000	I	by Charles E. Scharlau III Trust, Charles Scharlau, Trustee
Common Stock					523,794	I	by Family LLC
Common Stock					100,000	I	Charles Scharlau 2012 GRAT; Charles Scharlau, 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 (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)	\$ 20.335	12/19/2012		M	6,000	12/11/2007 12/11/2013	Common Stock	6,000
Stock Options (Right to Buy)	\$ 34.5					12/06/2013 12/06/2019	Common Stock	4,870
Stock Options	\$ 36.87					12/08/2012 12/08/2018	Common Stock	4,450

(Right to Buy)					
Stock Options (Right to Buy)	\$ 36.22	12/09/2011	12/09/2017	Common Stock	4,550
Stock Options (Right to Buy)	\$ 40.73	12/10/2010	12/10/2016	Common Stock	3,960
Stock Options (Right to Buy)	\$ 30.68	12/11/2009	12/11/2015	Common Stock	5,270
Stock Options (Right to Buy)	\$ 27.18	12/13/2008	12/13/2014	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHARLAU CHARLES E SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032	X			

Signatures

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

12/20/2012

**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).

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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