

MOURTON KENNETH R
 Form 4
 December 15, 2008

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 *
 MOURTON KENNETH R

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)
 SUITE 125, 2350 N. SAM
 HOUSTON PARKWAY EAST
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/11/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/11/2008 | | A | 1,600 A \$ 0 (1) | 434,580 | D | |

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 30.68 | 12/11/2008 | | A | 5,270 | 12/11/2009 ⁽²⁾ | 12/11/2015 | Common Stock | 5,270 |
| Stock Options (Right to Buy) | \$ 1.47 | | | | | 12/31/2003 | 12/31/2012 | Common Stock | 64,000 ⁽³⁾ |
| Stock Options (Right to Buy) | \$ 3.1 | | | | | 12/31/2004 | 12/31/2013 | Common Stock | 64,000 ⁽⁴⁾ |
| Stock Options (Right to Buy) | \$ 6.225 | | | | | 12/09/2005 | 12/09/2011 | Common Stock | 13,760 ⁽⁵⁾ |
| Stock Options (Right to Buy) | \$ 17.97 | | | | | 12/13/2006 | 12/13/2012 | Common Stock | 5,500 ⁽⁶⁾ |
| Stock Options (Right to Buy) | \$ 20.335 | | | | | 12/11/2007 | 12/11/2013 | Common Stock | 6,000 ⁽⁷⁾ |
| Stock Options (Right to Buy) | \$ 27.18 | | | | | 12/13/2008 | 12/13/2014 | Common Stock | 6,000 ⁽⁸⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

MOURTON KENNETH R
SUITE 125
2350 N. SAM HOUSTON PARKWAY EAST
HOUSTON, TX 77032

Signatures

/s/ Melissa D. McCarty, Attorney-in-Fact for Mr.
Mourton

12/15/2008

__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) Restricted stock and nonqualified stock options granted in consideration of services as a director.
- (2) Nonqualified 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.
- (3) This option was previously reported as covering 32,000 nonqualified stock options at an exercise price of \$2.935 per share, but was adjusted to reflect the two-for-one stock split on March 25, 2008.
- (4) This option was previously reported as covering 32,000 nonqualified stock options at an exercise price of \$6.195 per share, but was adjusted to reflect the two-for-one stock split on March 25, 2008.
- (5) This option was previously reported as covering 6,880 nonqualified stock options at an exercise price of \$12.45 per share, but was adjusted to reflect the two-for-one stock split on March 25, 2008.
- (6) This option was previously reported as covering 2,750 nonqualified stock options at an exercise price of \$35.94 per share, but was adjusted to reflect the two-for-one stock split on March 25, 2008.
- (7) This option was previously reported as covering 3,000 nonqualified stock options at an exercise price of \$40.67 per share, but was adjusted to reflect the two-for-one stock split on March 25, 2008.
- (8) This option was previously reported as covering 3,000 nonqualified stock options at an exercise price of \$54.36 per share, but was adjusted to reflect the two-for-one stock split on March 25, 2008.

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.