

SCHARLAU CHARLES E
 Form 4
 December 12, 2011

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)
 12/08/2011

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		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)
			Code	V	Amount	(D)			
Common Stock	08/11/2011		J ⁽¹⁾	V	78,532	D	\$ 0 0	I	by Charles Scharlau GRAT; Charles Scharlau, Trustee
Common Stock	08/11/2011		J ⁽¹⁾	V	78,532	A	\$ 0 509,056	D	
Common Stock	11/25/2011		J ⁽²⁾	V	19,403	D	\$ 0 69,679	I	by Charles Scharlau 2010

GRAT;
Charles
Scharlau,
Trustee

Common Stock	11/25/2011	J ⁽²⁾	V	19,403	A	\$ 0	528,459	D	
Common Stock	12/08/2011 ⁽³⁾	A		2,210	A	\$ 0	530,669	D	
Common Stock							523,794	I	by Family LLC
Common Stock							8,000	I	By Spouse

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 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)	
Stock Options (Right to Buy)	\$ 36.87	12/08/2011 ⁽³⁾		A		4,450	12/08/2012 ⁽⁴⁾ 12/08/2018	Common Stock 4,450
Stock Options (Right to Buy)	\$ 17.97						12/13/2006 12/13/2012	Common Stock 5,500
Stock Options (Right to Buy)	\$ 20.335						12/11/2007 12/11/2013	Common Stock 6,000

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

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
 12/12/2011

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) On August 11, 2011, 78,532 shares were transferred out of the Charles E. Scharlau III 2009 Retained Annuity Trust ("Charles Scharlau GRAT") and registered in the name of the reporting person. Therefore, the reporting person now has direct beneficial ownership of the stock.
- (2) On November 25, 2011, 19,403 shares were transferred out of the Charles E. Scharlau III Children's 2010 Retained Annuity Trust ("Charles Scharlau 2010 GRAT") and registered in the name of the reporting person. Therefore, the reporting person now has direct beneficial ownership of the stock.
- (3) Restricted stock and nonqualified stock options granted in consideration of services as a director.
- (4) 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.

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.