

SOUTHWESTERN ENERGY CO
 Form 5
 February 14, 2014

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KERLEY GREGORY D

(Last) (First) (Middle)

SUITE 125, 2350 N. SAM
 HOUSTON PARKWAY EAST

(Street)

HOUSTON, TX 77032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**SOUTHWESTERN ENERGY CO
 [SWN]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 337,037 ⁽¹⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 12,863.2921 ⁽²⁾ | I | By 401(k) Plan |

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

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SEC 2270 (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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|-------------------------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 38.97 | Â | Â | Â | Â | Â | 12/05/2014 | 12/05/2020 | Common Stock | 4,682 |
| Stock Options (Right to Buy) | \$ 34.5 | Â | Â | Â | Â | Â | 12/06/2013 | 12/06/2019 | Common Stock | 4,870 |
| Stock Options (Right to Buy) | \$ 36.87 | Â | Â | Â | Â | Â | 12/08/2012 | 12/08/2018 | Common Stock | 29,270 |
| Stock Options (Right to Buy) | \$ 36.22 | Â | Â | Â | Â | Â | 12/09/2011 | 12/09/2017 | Common Stock | 23,134 |
| Stock Options (Right to Buy) | \$ 40.73 | Â | Â | Â | Â | Â | 12/10/2010 | 12/10/2016 | Common Stock | 14,580 |
| Stock Options (Right to Buy) | \$ 30.68 | Â | Â | Â | Â | Â | 12/11/2009 | 12/11/2015 | Common Stock | 15,805 |
| Stock Options (Right to Buy) | \$ 27.18 | Â | Â | Â | Â | Â | 12/13/2008 | 12/13/2014 | Common Stock | 20,101 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KERLEY GREGORY D SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032 | X | ^ | ^ | ^ |

Signatures

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

02/14/2014

**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) This report does not include previously reported shares held by irrevocable trusts over which the reporting person has determined he has no beneficial ownership or control over the shares held in said trusts.
- (2) On 12/30/2013 12,863.2531 shares were transferred to the reporting person's ex-spouse pursuant to a qualified domestic relations order.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.