

SOUTHWESTERN ENERGY CO  
 Form 4  
 December 13, 2004

**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)  
 12/09/2004

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

2350 N. SAM HOUSTON PARKWAY EAST, SUITE 300

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code V	Amount				
Common Stock	12/09/2004		A	530	A	\$ 0 (1)	118,654	D	
Common Stock							1,000	I	By spouse

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

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SEC 1474  
 (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)	\$ 6.5					12/31/2000	12/31/2009	Common Stock	12,000
Stock Options (Right to buy)	\$ 7.3125					09/11/1999	09/11/2008	Common Stock	12,000
Stock Options (Right to buy)	\$ 9.75					12/31/2001	12/31/2010	Common Stock	8,000
Stock Options (Right to buy)	\$ 10.9					12/31/2002	12/31/2011	Common Stock	8,000
Stock Options (Right to buy)	\$ 11.74					12/31/2003	12/31/2012	Common Stock	8,000
Stock Options (Right to buy)	\$ 12.5					12/17/1998	12/17/2007	Common Stock	82,000
Stock Options (Right to buy)	\$ 13.375					12/08/1998	12/08/2005	Common Stock	50,000
Stock Options (Right to buy)	\$ 14.75					12/11/1997	12/11/2006	Common Stock	25,000

Stock Options (Right to buy)	\$ 24.78				12/31/2004	12/31/2013	Common Stock	8,000
Stock Options (Right to buy)	\$ 49.8	12/09/2004	A	1,720	12/09/2005 <sup>(1)</sup>	12/09/2011	Common Stock	1,720

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHARLAU CHARLES E 2350 N. SAM HOUSTON PARKWAY EAST SUITE 300 HOUSTON, TX 77032	X			

## Signatures

Melissa D. McCarty, Attorney in Fact for Charles E. Scharlau 12/13/2004

\_\_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) Granted in consideration of services as a director.

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.