

SOUTHWESTERN ENERGY CO
 Form 4
 December 13, 2006

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 *
 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)
 2350 N. SAM HOUSTON PKWY
 EAST, SUITE 300

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/11/2006

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

(Street)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/11/2006 | | A | | 800 | A | \$ 0 (1) |
| Common Stock | | | | | 4,000 | 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 of Number of Shares |
| Stock Options (Right to buy) | \$ 1.625 | | | | | 12/31/2000 | 12/31/2009 | Common Stock | 48,000 |
| Stock Options (Right to buy) | \$ 2.4375 | | | | | 12/31/2001 | 12/31/2010 | Common Stock | 32,000 |
| Stock Options (Right to buy) | \$ 2.725 | | | | | 12/31/2002 | 12/31/2011 | Common Stock | 32,000 |
| Stock Options (Right to buy) | \$ 2.935 | | | | | 12/31/2003 | 12/31/2012 | Common Stock | 32,000 |
| Stock Options (Right to buy) | \$ 3.125 | | | | | 12/17/1998 | 12/17/2007 | Common Stock | 328,000 |
| Stock Options (Right to buy) | \$ 6.195 | | | | | 12/31/2004 | 12/31/2013 | Common Stock | 32,000 |
| Stock Options (Right to buy) | \$ 12.45 | | | | | 12/09/2005 | 12/09/2011 | Common Stock | 6,880 |
| Stock Options (Right to buy) | \$ 35.94 | | | | | 12/13/2006 | 12/13/2012 | Common Stock | 2,750 |
| | \$ 40.67 | 12/11/2006 | | A | 3,000 | 12/11/2007 ⁽²⁾ | 12/11/2013 | | 3,000 |

Stock
Options
(Right to
buy)

Common
Stock

Reporting Owners

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

Signatures

| | |
|---|------------|
| Melissa D. McCarty, Attorney in Fact for Charles E. Scharlau | 12/13/2006 |
| **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 options granted in consideration of services as a director.
 - (2) 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.