

SCHARLAU CHARLES E
Form 4
December 12, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(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)

SUITE 125, 2350 N. SAM
HOUSTON PARKWAY EAST

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2011

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

(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 Indirect Beneficial Ownership (Instr. 4)
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

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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
Common Stock							8,000	I

by Family
LLC

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)

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)
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).

On August 11, 2011, 78,532 shares were transferred out of the Charles E. Scharlau III 2009 Retained Annuity Trust ("Charles Scharlau (1) GRAT") and registered in the name of the reporting person. Therefore, the reporting person now has direct beneficial ownership of the stock.

On November 25, 2011, 19,403 shares were transferred out of the Charles E. Scharlau III Children's 2010 Retained Annuity Trust (2) ("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.

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