

KERLEY GREGORY D
Form 4
December 13, 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
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(Print or Type Responses)

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. Date of Earliest Transaction
(Month/Day/Year)
12/09/2011

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)
Executive Vice President & CFO

6. Individual or Joint/Group Filing(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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/09/2011		M		102,656	A	\$ 6.225
Common Stock							1,243,167
Common Stock							25,513.3806
Common Stock							1,429
Common							710

By 401(k)
Plan

By JGH
Irrevocable
Trust; Greg
D. Kerley,
Grantor

By PAK

Stock							Irrevocable Trust; Greg D. Kerley, Grantor
Common Stock	710	I					By TMH Irrevocable Trust; Greg D. Kerley, Grantor

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

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(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)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (Right to Buy)	\$ 6.225	12/09/2011		M	102,656	12/09/2005 12/09/2011	Common Stock 102,656
Stock Options (Right to Buy)	\$ 1.435					12/11/2003 12/11/2012	Common Stock 152,656
Stock Options (Right to Buy)	\$ 2.645					12/10/2004 12/10/2013	Common Stock 216,656
Stock Options (Right to Buy)	\$ 17.745					12/08/2006 12/08/2012	Common Stock 41,765
Stock Options (Right to Buy)	\$ 20.335					12/11/2007 12/11/2013	Common Stock 38,765

Buy)

Stock

Options
(Right to
Buy)

\$ 27.18

12/13/2008 12/13/2014

Common
Stock

40,2

Stock

Options
(Right to
Buy)

\$ 30.68

12/11/2009 12/11/2015

Common
Stock

31,6

Stock

Options
(Right to
Buy)

\$ 36.22

12/09/2011 12/09/2017

Common
Stock

27,7

Stock

Options
(Right to
Buy)

\$ 40.73

12/10/2010 12/10/2016

Common
Stock

21,8

Stock

Options
(Right to
Buy)

\$ 36.87

12/08/2012 12/08/2018

Common
Stock

29,2

Phantom
Stock(1)(2)(2)Common
Stock

51,589

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		Executive Vice President & CFO	

Signatures

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

12/13/2011

**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) Each share of phantom stock, which is currently held in the Southwestern Energy Company Nonqualified Retirement Plan investment fund, represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
- (2) Shares of phantom stock are payable in cash following termination of the reporting person's employment with Southwestern Energy Company. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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