KERLEY GREGORY D

Form 5

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February 12, 2010

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UNITED	STATES			COMMISSION	OMB Number:	3235-0362	2							
Check this box if no longer subject).C. 205	49		Expires:	<u> </u>						
to Section 16. Form 4 or Form 5 obligations may continue. ANNUAL						EFICIAL	burden ho	l average ours per						
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 Transactions Reported 30(h) of the Investment Company Act of 1940 Transactions Reported														
1. Name and Address of Reporting Person ** KERLEY GREGORY D				2. Issuer Name and Ticker or Trading Symbol SOLITHWESTERN ENERGY CO					5. Relationship of Reporting Person(s) to Issuer					
				LIVER	.01		(Check all applicable)							
(Last) (First) (Middle)				3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009					Director 10% Owner _X Officer (give title Other (specify below) Executive Vice President & CFO					
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting (check applicable line)					
^														
ΓΧΑ 77032														
(State)	(Zip)	Tab	ole I - Non-De	rivative So	ecurit	ies Acq	uired, Disposed o	f, or Benefici	ally Owned					
			3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Issuer's Fiscal	or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)						
				Amount	or (D)	Price	Year (Instr. 3 and 4)	(I) (Instr. 4)						
29/2009	Â		G <u>(1)</u>	319	D	\$0	995,779	D	Â					
29/2009	Â		G <u>(1)</u>	319	A	\$ 0	319	I	By JGH Irrevocable Trust; Greg					
	Filed purgs Section 17(ess of Reporting GORY D (First) (CCC) CSSO N. SAM RKWAY EA (Street) (State) ransaction Date	Filed pursuant to Sees Section 17(a) of the Head of the Head Sees of Reporting Person ** GORY D (First) (Middle) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (Month/Day/Year) A (Month/Day/Zear) A	UNITED STATES SECU- if was a section of the pursuant to Section of the Public Uses of Reporting Person 2. Issuer GORY D Symbol SOUT: [SWN] (First) (Middle) 3. Stater (Month/12/31/2) (Street) 4. If Am Filed(Month/12/31/2) (Street) 4. If Am Filed(Month/12/31/2) (State) (Zip) Take ransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Â	UNITED STATES SECURITIES AN Washington, I washington, I washington, I washington, I amount to Section 16(a) of the Section 17(a) of the Public Utility Holding 30(h) of the Investment Company Section 17(a) of the Public Utility Holding 30(h) of the Investment Company Section 17(a) of the Public Utility Holding 30(h) of the Investment Company Section 17(a) of the Public Utility Holding 30(h) of the Investment Company Section 17(a) of the Public Utility Holding 30(h) of the Investment Company Section 18(b) Section 17(a) of the Public Utility Holding 30(h) of the Investment Company Section 18(b) Section 18(b) Section 18(b) Section 18(b) Section 18(c) Secti	UNITED STATES SECURITIES AND EXC Washington, D.C. 205 ANNUAL STATEMENT OF CHANGE OWNERSHIP OF SECUR Filed pursuant to Section 16(a) of the Securities Section 17(a) of the Public Utility Holding Company 30(h) of the Investment Company 2. Issuer Name and Ticker or Transpubly SOUTHWESTERN ENER [SWN] (First) (Middle) 3. Statement for Issuer's Fiscal Y (Month/Day/Year) 12/31/2009 2.350 N. SAM RKWAY EAST (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) FIXÂ 77032 (State) (Zip) Table I - Non-Derivative State on the Acquired any Code Disposed (Month/Day/Year) Execution Date, if Transaction Acquired any Code Disposed (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, Amount 29/2009 Â G(I) 319	UNITED STATES SECURITIES AND EXCHAN Washington, D.C. 20549 ANNUAL STATEMENT OF CHANGES IN OWNERSHIP OF SECURITII Filed pursuant to Section 16(a) of the Securities Ex gs Section 17(a) of the Public Utility Holding Company 30(h) of the Investment Company Act Southwestern Energy ([SwN]] (First) (Middle) 3. Statement for Issuer's Fiscal Year En (Month/Day/Year) 12/31/2009 (State) (Zip) Table I - Non-Derivative Securit ransaction Date 2A. Deemed 3. 4. Securities Acquired (A) of Code (Instr. 3, 4 and (Instr. 3	UNITED STATES SECURITIES AND EXCHANGE OF Washington, D.C. 20549 ANNUAL STATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchanges Section 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 194 ess of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol SOUTHWESTERN ENERGY CO [SWN] (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009 (State) (Zip) Table I - Non-Derivative Securities Acquared (Month/Day/Year) FIXÂ 77032 (State) (Zip) Table I - Non-Derivative Securities Acquared (A) or Amount (D) Price 29/2009 Â G[1] 319 D \$ 0	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 Sess of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol SoUTHWESTERN ENERGY CO [SWN] (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009 (State) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Individual or Journal Filed Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of One of the Code Disposed of (D) Securities and Acquired (A) or Securities and Acquired (A) or Securities and Acquired (B) or Securities and Acquired (C) or Amount (D) Price (Instr. 3 and 4) 20/2009 Â G(I) 319 D \$ 0 995,779	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Expires: Expires: 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 Ess of Reporting Person 2 2. Issuer Name and Ticker or Trading Southwestern Energy Co [SWN] (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009 Executive Vice Presiden (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 5. Amount of 6. Executive Vice Presiden Acquired (A) or Securities Acquired (A) or Securities Code Disposed of (D) Securities Ownership Beneficially Securities Ownership Beneficially Owned at end of Direct (D) Issuer (A) Year Amount (D) Price (Instr. 3 and 4) (Instr. 4)	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 Ease of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol SOUTHWESTERN ENERGY CO [SWN] (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009 (Greek all applicable) (Greek all applicable) (Greek all applicable) Executive Vice President & CFO Executive Vice President & CFO Executive Vice President & CFO TXÂ 77032 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ransaction Date 2A. Deemed 3. 4. Securities Acquired, Disposed of, or Beneficially Owned ransaction Date 2A. Deemed 3. 4. Securities Securities Securities Ownership Indirect Person Securities Ownership Code (Month/Day/Year) (Instr. 3) (Instr. 3) and 4) (Instr. 4) Execution Date 1 Transaction Code (Month/Day/Year) (Instr. 3) 4. Securities Securities Ownership Code (Month/Day/Year) (Instr. 3) 4. Securities Securities Ownership Code (Month/Day/Year) (Instr. 3) 4. Securities Securities Ownership Code (Instr. 4) (Instr. 4) (Instr. 4) Execution Date 1 Amount (D) Price (Instr. 3 and 4) (Instr. 4) Execution Date 1 Amount (D) Price (Instr. 3 and 4) (Instr. 4) Executive Vice President (Indirect Person Code (Instr. 4) (Instr. 4) (Instr. 4) Execution Date (Indirect Person Code (Instr. 4) (Instr. 4) (Instr. 4) Execution Date (Indirect Person Code (Instr. 4) (Instr. 5) (Instr. 5) (Instr. 6) (Instr. 7) (Instr. 8) (Instr. 6) (Instr. 7) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 7) (Instr. 8) (Instr.				

D. Kerley, Grantor

Common Stock

By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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)	Number		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 0.93	Â	Â	Â	Â	Â	12/14/2001	12/14/2010	Common Stock	155,984
Stock Options (Right to Buy)	\$ 1.435	Â	Â	Â	Â	Â	12/11/2003	12/11/2012	Common Stock	152,076
Stock Options (Right to Buy)	\$ 2.645	Â	Â	Â	Â	Â	12/10/2004	12/10/2013	Common Stock	216,718
Stock Options (Right to Buy)	\$ 6.225	Â	Â	Â	Â	Â	12/09/2005	12/09/2011	Common Stock	102,656
Stock Options (Right to Buy)	\$ 17.745	Â	Â	Â	Â	Â	12/08/2006	12/08/2012	Common Stock	41,785
Stock Options (Right to Buy)	\$ 20.335	Â	Â	Â	Â	Â	12/11/2007	12/11/2013	Common Stock	38,783
	\$ 27.18	Â	Â	Â	Â	Â	12/13/2008	12/13/2014		43,880

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Stock Options (Right to Buy)									Common Stock	
Stock Options (Right to Buy)	\$ 30.68	Â	Â	Â	Â	Â	12/11/2009	12/11/2015	Common Stock	31,610
Stock Options (Right to Buy)	\$ 40.73	Â	Â	Â	Â	Â	12/10/2010	12/10/2016	Common Stock	21,870
Phantom Stock	Â	Â	Â	Â	Â	Â	(3)	(3)	Common Stock	51,589.72

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner rune / runess	Director	10% Owner	Officer	Other				
KERLEY GREGORY D SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032	Â	Â	Executive Vice President & CFO	Â				

Signatures

/s/ Melissa D. McCarty, Attorney-in-fact for Mr.
Kerley
02/12/2010

**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 December 29, 2009, the reporting person gifted 319 shares of Southwestern Energy Company stock to the Jackson Gregory Henson (1) Irrevocable Trust (the "JGH Irrevocable Trust"). The reporting person is the Grantor of the JGH Trust and will retain indirect beneficial ownership of the gifted shares.
- (2) Each share of phantom stock represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
- (3) 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.

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.

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