

SOUTHWESTERN ENERGY CO
 Form 4
 February 01, 2008

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 *
BOLING MARK K

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 125
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Exec. VP and General Counsel

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 01/31/2008 | | M ⁽¹⁾ | A | 20,000 | \$ 5.285 | 222,030 D |
| Common Stock | 01/31/2008 | | S ⁽¹⁾ | D | 20,000 | \$ 55 | 202,030 D |
| Common Stock | 02/01/2008 | | M ⁽¹⁾ | A | 1,579 | \$ 5.285 | 203,609 D |
| Common Stock | 02/01/2008 | | M ⁽¹⁾ | A | 11,192 | \$ 12.45 | 214,801 D |
| Common Stock | 02/01/2008 | | S ⁽¹⁾ | D | 12,771 | \$ 57 | 202,030 D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to buy) | \$ 5.285 | 01/31/2008 | | M ⁽¹⁾ | 20,000 | 12/10/2004 12/10/2013 | Common Stock | 20,000 |
| Stock Options (Right to buy) | \$ 5.285 | 02/01/2008 | | M ⁽¹⁾ | 1,579 | 12/10/2004 12/10/2013 | Common Stock | 1,579 |
| Stock Options (Right to buy) | \$ 12.45 | 02/01/2008 | | M ⁽¹⁾ | 11,192 | 12/09/2005 12/09/2011 | Common Stock | 11,192 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOLING MARK K 2350 N. SAM HOUSTON PKWY EAST SUITE 125 HOUSTON, TX 77032 | | | Exec. VP and General Counsel | |

Signatures

Melissa D. McCarty,
Attorney-in-Fact

02/01/2008

**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) The cashless option exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 23, 2007, when not in possession of material nonpublic information.

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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