

HOWARD ROBERT L
Form 5
February 14, 2011

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

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

1. Name and Address of Reporting Person *
HOWARD ROBERT L

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

SUITE 125, 2350 N. SAM HOUSTON PARKWAY EAST

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HOUSTON, TX 77032

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock | 12/17/2010 | Â | J(1) | 5,195 D \$ 0 | 7,305 | I | by Robert L. Howard 2009 GRAT; Robert L. Howard, Trustee |
| Common Stock | 12/17/2010 | Â | J(1) | 5,195 A \$ 0 | 89,055 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|------|-------|---|------|--------|---|--|
| Common Stock | 12/17/2010 | Â | J(2) | 4,535 | D | \$ 0 | 7,965 | I | by Helen C. Howard 2009 GRAT; Helen C. Howard, Trustee |
| Common Stock | 12/17/2010 | Â | J(2) | 4,535 | A | \$ 0 | 93,590 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 22,500 | I | by Helen C. Howard GRAT; Helen C. Howard, Trustee |
| Common Stock | Â | Â | Â | Â | Â | Â | 22,500 | I | by Robert L. Howard GRAT; Robert L. Howard Trustee |

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 3.1 | Â | Â | Â | Â Â | 12/31/2004 12/31/2013 | Common Stock | 64,000 |
| Stock Options | \$ 6.225 | Â | Â | Â | Â Â | 12/09/2005 12/09/2011 | Common Stock | 13,760 |

| | | | | | | | | | | | |
|------------------------------|-----------|---|---|---|---|---|------------|------------|--------------|-------|--|
| (Right to Buy) | | | | | | | | | | | |
| 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 |
| HOWARD ROBERT L SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032 | ^ X | ^ | ^ | ^ |

Signatures

/s/ Melissa D. McCarty, Attorney-in-fact for Mr. Howard
Date: 02/14/2011

**Signature of Reporting Person

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).

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(1) On December 17, 2010, 5,195 shares of stock held in the Robert L. Howard 2009 GRAT (the "RLH 2009 GRAT") were transferred out of the RLH 2009 GRAT and registered in the name of the reporting person and his spouse. Therefore, the reporting person now has direct beneficial ownership of the stock.

(2) On December 17, 2010, 4,535 shares of stock held in the Helen C. Howard 2009 GRAT (the "HCH 2009 GRAT") were transferred out of the HCH 2009 GRAT and registered in the name of the reporting person and his spouse. Therefore, the reporting person now has direct beneficial ownership of the stock.

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.