

SOUTHWESTERN ENERGY CO
 Form 4
 December 12, 2005

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 *
KERLEY GREGORY D

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
 PARKWAY EAST, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/08/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP & CFO

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|----------------------------|---|-----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/03/2005 | | A | V ⁽¹⁾ | 30 | A | \$ 0 ⁽¹⁾ | 926,994 ⁽²⁾ | D | |
| Common Stock | 12/08/2005 | | A | | 6,670 | A | \$ 0 ⁽³⁾ | 933,664 ⁽²⁾ | D | |
| Common Stock | 12/12/2005 | | M | | 34,904 | A | \$ 2.865 | 968,568 ⁽²⁾ | D | |
| Common Stock | 12/08/2005 | | J ⁽⁴⁾ | | 180.2469 | A | \$ 29.4243 | 11,659.3877 ⁽⁵⁾ | I | By 401(k) plan |
| Common Stock | | | | | | | | 25,794.8632 ⁽⁶⁾ | I | By Nonqualified |

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Options (Right to buy) | \$ 1.5 | | | | | 12/16/2000 | 12/16/2009 | Common Stock |
| Stock Options (Right to buy) | \$ 1.8594 | | | | | 12/14/2001 | 12/14/2010 | Common Stock |
| Stock Options (Right to buy) | \$ 5.285 | | | | | 12/10/2004 | 12/10/2013 | Common Stock |
| Stock Options (Right to buy) | \$ 12.45 | | | | | 12/09/2005 | 12/09/2011 | Common Stock |
| Stock Options (Right to buy) | \$ 35.49 | 12/08/2005 | | A | 23,710 | 12/08/2006 ⁽¹¹⁾ | 12/08/2012 | Common Stock |
| Stock Options (Right to buy) | \$ 2.865 | 12/12/2005 | | M | 34,904 | 12/11/2003 | 12/11/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KERLEY GREGORY D 2350 N. SAM HOUSTON PARKWAY EAST SUITE 300 HOUSTON, TX 77032 | | | Exec. VP & CFO | |

Signatures

Melissa D. McCarty,
Attorney-in-Fact

12/12/2005

**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).
- (7) This option was previously reported as covering 36,498 shares at an exercise price of \$3.00 per share, and has been adjusted as a result of a 2-for-1 stock split on November 3, 2005.
- (4) Purchased through the Company's 401(k) plan from June 27, 2005, through November 29, 2005.
- (1) Employee service award granted for 15 years of service with the Company.
- (2) On November 3, 2005, the common stock of Southwestern Energy Company split 2-for-1, resulting in the reporting person's acquisition of 463,482 additional shares of common stock.
- (12) This option was previously reported as covering 55,472 shares at an exercise price of \$5.73 per share, and has been adjusted as a result of a 2-for-1 stock split on November 3, 2005.
- (11) Option becomes exercisable in three equal annual installments beginning on the first anniversary of the grant date specified in Column 3 or immediately upon a change in control.
- (9) This option was previously reported as covering 31,820 shares at an exercise price of \$21.14 per share, and has been adjusted as a result of a 2-for-1 stock split on May 20, 2005, and a 2-for-1 stock split on November 3, 2005.
- (6) On November 3, 2005, the common stock of Southwestern Energy Company split 2-for-1, resulting in the reporting person's acquisition of 12,897.4316 additional shares of common stock indirectly owned by the reporting person through the Company's Nonqualified Retirement Plan.
- (5) On November 3, 2005, the common stock of Southwestern Energy Company split 2-for-1, resulting in the reporting person's acquisition of 5,739.5704 additional shares of common stock indirectly owned by the reporting person through the Company's 401(k) plan.
- (10) This option was previously reported as covering 14,840 shares at an exercise price of \$49.80 per share, and has been adjusted as a result of a 2-for-1 stock split on May 20, 2005, and a 2-for-1 stock split on November 3, 2005.
- (8) This option was previously reported as covering 99,999 shares at an exercise price of \$7.4375 per share, and has been adjusted as a result of a 2-for-1 stock split on May 20, 2005, and a 2-for-1 stock split on November 3, 2005.
- (3) Restricted stock and options granted in consideration of services as an officer.

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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