

SOUTHWESTERN ENERGY CO
 Form 4
 December 13, 2006

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 *
 Thaeler John 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 PKWY
 EAST, SUITE 300
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/11/2006

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Sr. Vice Pres. of Subsidiary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/11/2006 | | A | 3,170 A | \$ 0 (1) 110,165.2865 | D | |
| Common Stock | | | | | 13,617.4276 | I | by 401(k) Plan |
| Common Stock | | | | | 27,701.9112 | I | by Nonqualified Retirement Plan |

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 or Number of Shares |
| Stock Options (Right to buy) | \$ 1.8594 | | | | | 12/14/2001 12/14/2010 | Common Stock 28,000 |
| Stock Options (Right to buy) | \$ 2.2657 | | | | | 10/11/2000 10/11/2009 | Common Stock 12,400 |
| Stock Options (Right to buy) | \$ 2.41 | | | | | 12/20/2002 12/20/2011 | Common Stock 21,000 |
| Stock Options (Right to buy) | \$ 2.865 | | | | | 12/11/2003 12/11/2012 | Common Stock 39,000 |
| Stock Options (Right to buy) | \$ 5.285 | | | | | 12/10/2004 12/10/2013 | Common Stock 25,320 |
| Stock Options (Right to buy) | \$ 12.45 | | | | | 12/09/2005 12/09/2011 | Common Stock 9,600 |
| Stock Options (Right to buy) | \$ 35.49 | | | | | 12/08/2006 12/08/2012 | Common Stock 5,760 |

| | | | | | | | | | |
|----------------|----------|------------|--|---|--------|---------------------------|------------|--------|--------|
| Stock | | | | | | | | | |
| Options | \$ 40.67 | 12/11/2006 | | A | 11,860 | 12/11/2007 ⁽²⁾ | 12/11/2013 | Common | 11,860 |
| (Right to buy) | | | | | | | | Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thaeler John D 2350 N. SAM HOUSTON PKWY EAST SUITE 300 HOUSTON, TX 77032 | | | Sr. Vice Pres. of Subsidiary | |

Signatures

| | |
|--|---------------------|
| Melissa D. McCarty, Attorney-in-Fact for John D. Thaeler | 12/13/2006 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).
- (2) Options become exercisable in three equal installments beginning on the first anniversary of the grant date specified in Column 3 or immediately upon death, disability, retirement at age 65, or a change in control.
- (1) 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. 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.