

SCHARLAU CHARLES E  
 Form 4  
 December 13, 2010

**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 \*  
 SCHARLAU CHARLES E

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)  
 SUITE 125, 2350 N. SAM HOUSTON PARKWAY EAST  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/09/2010

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

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	11/18/2010		J <sup>(1)</sup>	V	89,082	D	\$ 0 78,532	I	by Charles Scharlau GRAT; Charles Scharlau, Trustee
Common Stock	11/18/2010		J <sup>(1)</sup>	V	89,082	A	\$ 0 559,256	D	
Common Stock	11/18/2010		J <sup>(2)</sup>	V	89,082	D	\$ 0 470,174	D	

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Common Stock	11/18/2010	J <sup>(2)</sup>	V	89,082	A	\$ 0	89,082	I	by Charles Scharlau 2010 GRAT; Charles Scharlau, Trustee
Common Stock	12/06/2010	G <sup>(3)</sup>	V	42,000	D	\$ 0	428,174	D	
Common Stock	12/09/2010 <sup>(4)</sup>	A		2,350	A	\$ 0	430,524	D	
Common Stock							523,794	I	by Family LLC
Common Stock							8,000	I	By Spouse

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Buy)	\$ 36.22	12/09/2010 <sup>(4)</sup>		A	4,550	12/09/2011 <sup>(5)</sup>	12/09/2017	Common Stock	4,550
Stock Options (Right to Buy)	\$ 17.97					12/13/2006	12/13/2012	Common Stock	5,500
Stock Options	\$ 20.335					12/11/2007	12/11/2013	Common Stock	6,000

(Right to Buy)					
Stock Options (Right to Buy)	\$ 27.18	12/13/2008	12/13/2014	Common Stock	6,000
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
SCHARLAU CHARLES E SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032	X			

## Signatures

/s/ Melissa D. McCarty, Attorney-in-fact for Mr. Scharlau

12/13/2010

\_\_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).
- (1) On November 18, 2010, 89,082 shares of stock were transferred out of the Charles Scharlau Grantor Retained Annuity Trust ("GRAT") into the Charles E. Scharlau common stock account.
- (2) On November 18, 2010, 89,082 shares of stock were transferred out of the Charles Scharlau common stock account and into the Charles Scharlau 2010 Retained Annuity Trust ("Charles Scharlau 2010 GRAT"). The reporting person will remain the Trustee for the GRAT account, and will continue to have indirect beneficial ownership of the stock.
- (3) On December 6, 2010, the reporting person gifted 42,000 shares of Southwestern Energy Company stock to the University of Arkansas Foundation.
- (4) Restricted stock and nonqualified stock options granted in consideration of services as a director.
- (5) Nonqualified stock 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.

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.