

KORELL HAROLD M
Form 4
December 13, 2010

FORM 4

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

OMB APPROVAL

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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 *
KORELL HAROLD M

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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 11/10/2010 | | J ⁽¹⁾ | V | 9,652 | D | \$ 0 0 | I | By Harold M. Korell Grat; Harold M. Korell Trustee |
| Common Stock | 11/10/2010 | | J ⁽¹⁾ | V | 9,652 | A | \$ 0 1,427,436 | D | |
| Common Stock | 11/10/2010 | | J ⁽¹⁾ | V | 9,652 | D | \$ 0 0 | I | By Pat M. Korell Grat; Harold M. Korell |

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| | | | | | | | | | Trustee | |
|--------------|---------------------------|--|------------------|---|-------|---|------|-----------|---------|------------------------------------|
| Common Stock | 11/10/2010 | | J ⁽¹⁾ | V | 9,652 | A | \$ 0 | 1,437,088 | D | |
| Common Stock | 12/09/2010 ⁽²⁾ | | A | | 2,350 | A | \$ 0 | 1,439,438 | D | |
| Common Stock | | | | | | | | 80,696 | I | by 2009 Family Limited Partnership |
| Common Stock | | | | | | | | 858,254 | I | By Family Limited Partnership |

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 Number of Shares |
| Stock Options (Right to Buy) | \$ 36.22 | 12/09/2010 ⁽²⁾ | | A | 4,550 | 12/09/2011 ⁽³⁾ | 12/09/2017 | Common Stock | 4,550 |
| Phantom Stock | ⁽⁴⁾ | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 51,996 |
| Stock Options (Right to Buy) | \$ 1.205 | | | | | 12/20/2002 | 12/20/2011 | Common Stock | 187,000 |
| Stock Options (Right to Buy) | \$ 1.435 | | | | | 12/11/2003 | 12/11/2012 | Common Stock | 690,100 |

| | | | | | |
|------------------------------|-----------|------------|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 2.645 | 12/10/2004 | 12/10/2013 | Common Stock | 451,5 |
| Stock Options (Right to Buy) | \$ 6.225 | 12/09/2005 | 12/09/2011 | Common Stock | 277,7 |
| Stock Options (Right to Buy) | \$ 17.745 | 12/08/2006 | 12/08/2012 | Common Stock | 116,2 |
| Stock Options (Right to Buy) | \$ 20.335 | 12/11/2007 | 12/11/2013 | Common Stock | 117,0 |
| Stock Options (Right to Buy) | \$ 27.18 | 12/13/2008 | 12/13/2014 | Common Stock | 75,3 |
| Stock Options (Right to Buy) | \$ 30.68 | 12/11/2009 | 12/11/2015 | Common Stock | 93,7 |
| Stock Options (Right to Buy) | \$ 40.73 | 12/10/2010 | 12/10/2016 | Common Stock | 3,96 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KORELL HAROLD M SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032 | X | | | |

Signatures

/s/ Melissa D. McCarty, Attorney-in-Fact for Mr. Korell

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).

- On November 10, 2010, 9,652 shares of stock held in the Grantor Retained Annuity Trust ("GRAT") for the reporting person (the "HMK GRAT") and 9,652 shares of stock held in the GRAT account for his spouse (the "PMK GRAT") were transferred out of the GRAT accounts and registered in the name of the reporting person and his spouse. Therefore, the reporting person now has direct beneficial ownership of the stock.
- (1) Restricted stock and nonqualified stock options granted in consideration of services as a director.
 - (2) 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.
 - (3) Each share of phantom stock represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
 - (4) Shares of phantom stock are payable in cash following termination of the reporting person's employment with Southwestern Energy Company. The reporting person may transfer his phantom stock account into an alternative investment account at any time.

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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