SCHARLAU CHARLES E

Form 4

March 18, 2013

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1(b).

(Last)

(City)

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

(First) (Middle)

(Zip)

SUITE 125, 2350 N. SAM **HOUSTON PARKWAY EAST**

(Street)

(State)

HOUSTON, TX 77032

2. Issuer Name and Ticker or Trading

Symbol

SOUTHWESTERN ENERGY CO [SWN]

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

03/14/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

OMB APPROVAL

Estimated average

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3235-0287

January 31,

2005

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Number:

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response...

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

_X__ Director

Officer (give title

1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. 7. Nature of TransactiorDisposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) Direct (D) or Indirect (Instr. 4) Following Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount \$ Common 03/14/2013 S 108,000 D 38.5372 344,369 D Stock

(1)

Common Stock

50,379 I Scharlau 2010 **GRAT**: Charles Scharlau. Trustee

by Charles

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Common Stock	8,000	I	by Charles E. Scharlau III Trust, Charles Scharlau, Trustee
Common Stock	523,794	I	by Family LLC
Common Stock	100,000	I	Charles Scharlau 2012 GRAT; Charles Scharlau, Trustee

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amoun	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration		or	
					Exercisable 1	Date		Number		
				C 1 1	(A) (D)				of	
				Code V	' (A) (D)			2	Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHARLAU CHARLES E SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST

Reporting Owners 2

X

HOUSTON, TX 77032

Signatures

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

03/18/2013

**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).
- This transaction was executed in multiple trades at prices ranging from \$38.52 to \$38.625. The price reported above in Column 4 reflects (1) the weighted average sale price. The reporting person hereby undertakes to provide, upon written request, to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares and prices at which the transactions were effected.

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.

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