

SOUTHWESTERN ENERGY CO  
 Form 4  
 September 21, 2016

**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)  
**10000 ENERGY DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**09/20/2016**

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

**SPRING, TX 77389**

(City) (State) (Zip)

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

**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 |   |        | 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) |     |
|---------------------------------|--------------------------------------|--|---------------------|---|--------|---|---|--|-----------------------------------|-----|
|                                 |                                      |  | Code                | V | Amount |   |   |  |                                   | (D) |
| Common Stock                    | 04/01/2016                           |  | J <sup>(1)</sup>    | V | 3,508  | A   | \$ 8.9081   | 312,064  | D                                 |     |
| Common Stock                    | 07/01/2016                           |  | J <sup>(2)</sup>    | V | 2,437  | A   | \$ 13.2183  | 314,501  | D                                 |     |
| Common Stock                    | 09/20/2016                           |  | S                   |   | 12,000 | D   | \$ 14.3404  | 302,501  | D                                 |     |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KERLEY GREGORY D<br>10000 ENERGY DRIVE<br>SPRING, TX 77389 |               | X         |         |       |

## Signatures

/s/ Melissa D. McCarty, Attorney-in-fact for Mr. Kerley 09/21/2016

\*\*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 March 16, 2016, the Issuer declared a quarterly dividend of \$15.625 per share on its 6.25% Series B Mandatory Convertible Preferred Stock, payable on April 15, 2016, to holders of record on April 1, 2016. The dividend was paid in shares of common stock based on the Volume Weighted Average Price per share over the five consecutive trading day period ending on the second trading day immediately preceding the applicable dividend payment day, multiplied by 97%.
- (2) On June 14, 2016, the Issuer declared a quarterly dividend of \$15.625 per share on its 6.25% Series B Mandatory Convertible Preferred Stock, payable on July 15, 2016, to holders of record on July 1, 2016. The dividend was paid in shares of common stock based on the Volume Weighted Average Price per share over the five consecutive trading day period ending on the second trading day immediately preceding the applicable dividend payment day, multiplied by 97%.
- (3) This transaction was executed in multiple trades at prices ranging from \$14.32 to \$14.38. The price reported above in Column 4 reflects the weighted average purchase 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.

## Edgar Filing: SOUTHWESTERN ENERGY CO - Form 4

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