

Thaeler John D  
 Form 4  
 December 15, 2008

**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)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/11/2008

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

SUITE 125, 2350 N. SAM  
 HOUSTON PARKWAY EAST

(Street)

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

HOUSTON, TX 77032

(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)
				Code V Amount (A) or (D) Price			
Common Stock	12/11/2008			A 4,240 A \$ 0 <sup>(1)</sup>	148,492.0974	D	
Common Stock	12/11/2008			J <sup>(2)</sup> 73.2157 A \$ 34.6693	27,980.5207	I	By 401(k) Plan

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

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SEC 1474 (9-02)

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**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)	\$ 30.68	12/11/2008		A	14,050	12/11/2009 <sup>(3)</sup>	12/11/2015	Common Stock	14,050
Phantom Stock	<sup>(4)</sup>					<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	55,400
Stock Options (Right to Buy)	\$ 2.645					12/10/2004	12/10/2013	Common Stock	50,600
Stock Options (Right to Buy)	\$ 6.225					12/09/2005	12/09/2011	Common Stock	19,200
Stock Options (Right to Buy)	\$ 17.745					12/08/2006	12/08/2012	Common Stock	11,500
Stock Options (Right to Buy)	\$ 20.335					12/11/2007	12/11/2013	Common Stock	23,700
Stock Options (Right to Buy)	\$ 27.18					12/13/2008	12/13/2014	Common Stock	16,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thaeler John D SUITE 125			Sr. Vice Pres. of Subsidiary	

2350 N. SAM HOUSTON PARKWAY EAST  
HOUSTON, TX 77032

## Signatures

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

12/15/2008

\_\_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) Restricted stock and incentive stock options granted in consideration of services as an officer.
  - (2) Purchased through the Company's 401(k) Plan from July 11, 2008, thru December 12, 2008. The information in this report is based on a plan statement dated as of December 12, 2008.
  - (3) Incentive 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.
  - (4) Each share of phantom stock represents the right to receive the economic equivalent of one share of Southwestern Energy Company common stock.
  - (5) 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.
  - (6) The phantom stock is currently held in the Southwestern Energy Company Nonqualified Retirement Plan (the "NQ Plan") investment fund, and has been adjusted to reflect the two-for-one stock split on March 25, 2008.
  - (7) This option was previously reported as covering 25,320 incentive stock options at an exercise price of \$5.285 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
  - (8) This option was previously reported as covering 9,600 incentive stock options at an exercise price of \$12.45 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
  - (9) This option was previously reported as covering 5,760 incentive stock options at an exercise price of \$35.49 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
  - (10) This option was previously reported as covering 11,860 incentive stock options at an exercise price of \$40.67 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.
  - (11) This option was previously reported as covering 8,340 incentive stock options at an exercise price of \$54.36 per share, and has been adjusted as a result of a two-for-one stock split on March 25, 2008.

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.