

HOWARD ROBERT L
 Form 5
 February 12, 2010

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 HOWARD ROBERT L

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2009

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

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

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

HOUSTON, TX 77032

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/17/2009	Â	J(1)	12,500 D \$ 0	94,010	D	Â
Common Stock	12/17/2009	Â	J(1)	12,500 A \$ 0	12,500	I	by Robert L. Howard 2009 GRAT; Robert L. Howard,

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Common Stock	12/17/2009	Â	J ⁽¹⁾	12,500	D	\$ 0	81,510	D	Trustee Â
Common Stock	12/17/2009	Â	J ⁽¹⁾	12,500	A	\$ 0	12,500	I	by Helen C. Howard 2009 GRAT; Helen C. Howard, Trustee
Common Stock	Â	Â	Â	Â	Â	Â	22,500	I	by Helen C. Howard GRAT; Helen C. Howard, Trustee
Common Stock	Â	Â	Â	Â	Â	Â	22,500	I	by Robert L. Howard GRAT; Robert L. Howard Trustee

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

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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 3.1	Â	Â	Â	Â Â	12/31/2004 12/31/2013	Common Stock	64,000
	\$ 6.225	Â	Â	Â	Â Â	12/09/2005 12/09/2011		13,760

Stock Options (Right to Buy)										Common Stock	
Stock Options (Right to Buy)	\$ 17.97	Â	Â	Â	Â	Â	12/13/2006	12/13/2012		Common Stock	5,500
Stock Options (Right to Buy)	\$ 20.335	Â	Â	Â	Â	Â	12/11/2007	12/11/2013		Common Stock	6,000
Stock Options (Right to Buy)	\$ 27.18	Â	Â	Â	Â	Â	12/13/2008	12/13/2014		Common Stock	6,000
Stock Options (Right to Buy)	\$ 30.68	Â	Â	Â	Â	Â	12/11/2009	12/11/2015		Common Stock	5,270
Stock Options (Right to Buy)	\$ 40.73	Â	Â	Â	Â	Â	12/10/2010	12/10/2016		Common Stock	3,960

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWARD ROBERT L SUITE 125 2350 N. SAM HOUSTON PARKWAY EAST HOUSTON, TX 77032	Â X	Â	Â	Â

Signatures

/s/ Melissa D. McCarty, Attorney-in-fact for Mr. Howard 02/12/2010

**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 December 17, 2009, 25,000 shares of stock were transferred out of the Robert Howard and Helen Howard ten/com account and into individual Grantor Retained Annuity Trust ("GRAT") accounts for the reporting person (the "RLH 2009 GRAT") and his wife (the "HCH 2009 GRAT"). Each of the individual GRAT accounts contain 12,500 shares of stock. The reporting person is the Trustee for the RLH

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2009 GRAT, and has indirect beneficial ownership of the stock. The reporting person's wife is the Trustee of the HCH 2009 GRAT, and has indirect beneficial ownership of the stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.