

SOUTHWESTERN ENERGY CO

Form 4

December 13, 2004

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).

**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

OMB APPROVAL

OMB
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(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)

**2350 N. SAM HOUSTON
PARKWAY EAST, SUITE 300**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2004

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Exec. VP & CFO

HOUSTON, TX 77032

(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 (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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/09/2004		A		4,580	A	\$ 0 (1)	156,171 D
Common Stock	12/09/2004		J(2)		82.3708	A	\$ 42.3	2,787.787 I By 401(k) plan
Common Stock	12/09/2004		J(3)		61.9054	A	\$ 0	6,354.6605 I By Nonqualified Retirement Plan

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 displays a currently valid OMB control number.

SEC 1474
(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 Shares
Stock Options (Right to buy)	\$ 6							12/16/2000	12/16/2009	Common Stock	68,25
Stock Options (Right to buy)	\$ 7.3125							09/11/1999	09/11/2008	Common Stock	15,67
Stock Options (Right to buy)	\$ 7.4375							12/14/2001	12/14/2010	Common Stock	100,00
Stock Options (Right to buy)	\$ 9.64							12/20/2002	12/20/2011	Common Stock	18,75
Stock Options (Right to buy)	\$ 11.46							12/11/2003	12/11/2012	Common Stock	49,33
Stock Options (Right to buy)	\$ 12.5							12/17/1998	12/17/2007	Common Stock	11,10
Stock Options (Right to buy)	\$ 13.375							12/08/1996	12/08/2005	Common Stock	3,750
	\$ 14.125							02/27/1997	02/27/2007		200

Stock Options (Right to buy)								Common Stock	
Stock Options (Right to buy)	\$ 14.75				12/11/1997	12/11/2006		Common Stock	4,500
Stock Options (Right to buy)	\$ 21.14				12/10/2004	12/10/2013		Common Stock	31,82
Stock Options (Right to buy)	\$ 49.8	12/09/2004	A	14,840	12/09/2005 ⁽⁴⁾	12/09/2011		Common Stock	14,84

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERLEY GREGORY D 2350 N. SAM HOUSTON PARKWAY EAST SUITE 300 HOUSTON, TX 77032			Exec. VP & CFO	

Signatures

Melissa D. McCarty,
Attorney-in-Fact
12/13/2004

__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) Granted in consideration of services as an officer.
- (2) Purchased through the Company's 401(k) plan from 8/27/04 thru 11/24/04.
- (3) Purchased through the Company's Nonqualified Retirement Plan from 8/27/04 thru 11/24/04.
- (4) Option becomes exercisable in three equal annual installments beginning on the first anniversary of the grant date specified in Column 3 or immediately upon a change in control.

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.