

SOUTHWESTERN ENERGY CO  
 Form 5  
 February 14, 2017

**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 \*  
 Way William J

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 of Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President and CEO

10000 ENERGY DRIVE  
 (Street)

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

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

SPRING, TX 77389

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 Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	04/01/2016	^	J <sup>(1)</sup>	175	A	\$ 8.9081	308,859	D	^
Common Stock	07/01/2016	^	J <sup>(2)</sup>	121	A	\$ 12.8218	308,980	D	^
Common Stock	10/01/2016	^	J <sup>(3)</sup>	118	A	\$ 13.1879	309,098	D	^

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

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(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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Depository Shares (series B Mandatory Preferred Interest)	Â	Â	Â	Â	Â	Â	Â (4)	Â (4)	Common Stock	3,700
Stock Options (Right to Buy)	\$ 33.33	Â	Â	Â	Â	Â	10/03/2012 <sup>(5)</sup>	10/03/2018	Common Stock	95,9
Stock Options (Right to Buy)	\$ 36.87	Â	Â	Â	Â	Â	12/08/2012 <sup>(5)</sup>	12/08/2018	Common Stock	42,2
Stock Options (Right to Buy)	\$ 34.5	Â	Â	Â	Â	Â	12/06/2013 <sup>(5)</sup>	12/06/2019	Common Stock	51,5
Stock Options (Right to Buy)	\$ 38.97	Â	Â	Â	Â	Â	12/05/2014 <sup>(5)</sup>	12/05/2020	Common Stock	56,7
Stock Options (Right to Buy)	\$ 46.55	Â	Â	Â	Â	Â	05/06/2015 <sup>(5)</sup>	05/06/2021	Common Stock	21,4
Stock Options (Right to Buy)	\$ 30.59	Â	Â	Â	Â	Â	12/04/2015 <sup>(5)</sup>	12/04/2021	Common Stock	81,5



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