

SOUTHWESTERN ENERGY CO  
 Form 4  
 December 12, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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)  
 2350 N. SAM HOUSTON  
 PARKWAY EAST, SUITE 300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/08/2005

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

HOUSTON, TX 77032

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

(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	11/03/2005		A	V <sup>(1)</sup>	30	A	\$ 0 <sup>(1)</sup>	926,994 <sup>(2)</sup>	D	
Common Stock	12/08/2005		A		6,670	A	\$ 0 <sup>(3)</sup>	933,664 <sup>(2)</sup>	D	
Common Stock	12/12/2005		M		34,904	A	\$ 2.865	968,568 <sup>(2)</sup>	D	
Common Stock	12/08/2005		J <sup>(4)</sup>		180.2469	A	\$ 29.4243	11,659.3877 <sup>(5)</sup>	I	By 401(k) plan
Common Stock								25,794.8632 <sup>(6)</sup>	I	By Nonqualified

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to buy)	\$ 1.5					12/16/2000	12/16/2009	Common Stock
Stock Options (Right to buy)	\$ 1.8594					12/14/2001	12/14/2010	Common Stock
Stock Options (Right to buy)	\$ 5.285					12/10/2004	12/10/2013	Common Stock
Stock Options (Right to buy)	\$ 12.45					12/09/2005	12/09/2011	Common Stock
Stock Options (Right to buy)	\$ 35.49	12/08/2005		A	23,710	12/08/2006 <sup>(11)</sup>	12/08/2012	Common Stock
Stock Options (Right to buy)	\$ 2.865	12/12/2005		M	34,904	12/11/2003	12/11/2012	Common Stock

