

SOUTHWESTERN ENERGY CO  
 Form 4  
 February 22, 2017

**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 \*  
 Ale John C.

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)  
 10000 ENERGY DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/01/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP and General Counsel

SPRING, TX 77389  
 (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) |        |        | 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 Ownership (Instr. 4) |                               |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|--------|---|--|-----------------------------------|-------------------------------|
|                                 |                                      |  |                                | Code  | V      | Amount |   |  |                                   | (A) or (D)                    |
| Common Stock                    | 01/01/2017                           |  | J <sup>(1)</sup>               | V   | 79     | A      | \$ 9.7864   | 59,123   | D                                 | Indirect Beneficial Ownership |
| Common Stock                    | 02/20/2017                           |  | A <sup>(2)</sup>               |   | 6,635  | A      | \$ 8.68   | 65,758   | D                                 | Indirect Beneficial Ownership |
| Common Stock                    | 02/20/2017                           |  | F <sup>(3)</sup>               |   | 2,163  | D      | \$ 8.68   | 63,595   | D                                 | Indirect Beneficial Ownership |
| Common Stock                    | 02/21/2017 <sup>(4)</sup>            |  | A                              |   | 44,920 | A      | \$ 0  | 108,515  | D                                 | Indirect Beneficial Ownership |

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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Options (Right to Buy)               | \$ 8.59  | 02/21/2017 <sup>(4)</sup>            |  | A                              | 99,230  | 02/21/2018 <sup>(5)</sup> 02/21/2024                     | Common Stock 99,230   |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Ale John C.<br>10000 ENERGY DRIVE<br>SPRING, TX 77389 |               |           | Sr. VP and General Counsel |       |

## Signatures

/s/ Melissa D. McCarty, attorney-in-fact for Mr. Ale 02/22/2017

\*\*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 12, 2016, the Issuer declared a quarterly dividend of \$15.625 per share on its 6.25% Series B Mandatory Convertible Preferred Stock, payable on January 17, 2017, to holders of record on January 1, 2017. The dividend was paid in shares of common stock based on the Volume Weighted Average Price per share over the five consecutive trading day period ending on the second trading day immediately preceding the applicable dividend payment day, multiplied by 97%.
- (2) February 20, 2017, distribution to reporting person of issuer's common stock pursuant to Performance Unit Award Agreement dated December 5, 2013.
- (3) Represents net share settlement of common stock award to satisfy withholding taxes on February 20, 2017,
- (4) Restricted stock and options granted in consideration of services as an officer.

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- (5) 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 with required years of service, or 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.

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