

Carrell Clayton A.  
Form 4  
February 28, 2019

# 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carrell Clayton A.

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, P. O. BOX  
12359

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President & COO

(Street)  
SPRING, TX 77391-2359

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Ownership (Instr. 4)
Common Stock	02/27/2019		M	96,155	A	\$ 0 (1)	96,155 D
Common Stock	02/27/2019		D	96,155	D	\$ 4.29	0 D

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  
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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
Restricted Stock Unit	\$ 0 <sup>(1)</sup>	02/27/2019		M	96,155	<sup>(2)</sup> <sup>(2)</sup>	Common Stock 96,155
Restricted Stock Unit	<sup>(3)</sup>	02/26/2019		A	380,960	<sup>(4)</sup> <sup>(4)</sup>	Common Stock 380,960

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carrell Clayton A. 10000 ENERGY DRIVE P. O. BOX 12359 SPRING, TX 77391-2359	Executive Vice President & COO

## Signatures

/s/ Melissa D. McCarty, attorney-in-fact for Mr. Carrell 02/28/2019

\_\_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) Each Restricted Stock Unit ("RSU") has the economic equivalent of one share of Southwestern Energy Company ("SWN") common stock. The RSUs vesting on February 27, 2019 were settled in cash based on the closing price of SWN common stock on the vesting date.

- (2) On February 27, 2018, the reporting person was granted 384,620, RSUs, vesting in four 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. Vesting RSUs will be settled in shares of SWN common stock, cash, or a combination of shares of SWN common stock and cash.

- (3) Each RSU represents a contingent right to receive one share of SWN common stock or an amount in cash equal to the Fair Market Value of one share of SWN common stock.

- (4) On February 26, 2019, the reporting person was granted RSUs, vesting in four equal installments beginning on the first anniversary of the grant date, or immediately upon death, disability, retirement at age 65 with the required years of service, or a change in control. Vesting RSUs will be settled in shares of SWN common stock, cash, or a combination of shares of SWN common stock and cash.

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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