

SOUTHWESTERN ENERGY CO
 Form 4
 December 21, 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)
 12/19/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ 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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/19/2005		M		50,000	A	\$ 1.5 1,018,568	D
Common Stock	12/19/2005		S		50,000	D	\$ 35.8203 968,568	D
Common Stock	12/20/2005		M		22,996	A	\$ 1.5 991,564	D
Common Stock	12/20/2005		M		27,004	A	\$ 1.8594 1,018,568	D
Common Stock	12/20/2005		S		25,000	D	\$ 35.0333 993,568	D

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Common Stock	12/20/2005	S	25,000	D	\$ 35.2584	968,568	D	
Common Stock						11,659.3877	I	By 401(k) plan
Common Stock						25,794.8632	I	By Nonqualified Retirement Plan

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to buy)	\$ 1.5	12/19/2005		M	50,000	12/16/2000 12/16/2009	Common Stock	50,000	
Stock Options (Right to buy)	\$ 1.5	12/20/2005		M	22,996	12/16/2000 12/16/2009	Common Stock	22,996	
Stock Options (Right to buy)	\$ 1.8594	12/20/2005		M	27,004	12/14/2001 12/14/2010	Common Stock	27,004	

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

12/21/2005

__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).

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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