

Way William J  
Form 4  
February 28, 2019

**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 \*  
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)  
10000 ENERGY DRIVE  
(Street)

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

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

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) (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                    | 02/27/2019                           |  |                                | M   | 193,810   | A  | \$ 0<br>(1)                                |
| Common Stock                    | 02/27/2019                           |  |                                | D   | 193,810   | D  | \$ 4.29                                    |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount  |
| Restricted Stock Unit                      | \$ 0 <sup>(1)</sup>                                    | 02/27/2019                           |  | M                              | 193,810   | <sup>(2)</sup> <sup>(2)</sup>                            | Common Stock 193  |
| Restricted Stock Unit                      | <sup>(3)</sup>   | 02/26/2019                           |  | A                              | 803,580   | <sup>(4)</sup> <sup>(4)</sup>                            | Common Stock 803  |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Way William J<br>10000 ENERGY DRIVE<br>SPRING, TX 77389 | X             |           | President and CEO |       |

## Signatures

Melissa D. McCarty, Attorney-in-Fact for Mr. Way 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. On February 27, 2018, the reporting person was granted 775,240 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 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.
  - (2) 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.
  - (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.