

Way William J
 Form 5
 February 14, 2018

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

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

10000 ENERGY DRIVE
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

SPRING, TX 77389

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | |
| Common Stock | 04/01/2017 | ^ | J ⁽¹⁾ | 194 | A | \$ 8.0352 | 494,334 | D ^ |
| Common Stock | 07/01/2017 | ^ | J ⁽²⁾ | 194 | A | \$ 5.6266 | 494,528 | D ^ |
| Common Stock | 10/01/2017 | ^ | J ⁽³⁾ | 194 | A | \$ 5.6977 | 494,722 | D ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Other |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

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

Signatures

Melissa D. McCarty, Attorney-in-Fact for Mr. Way 02/14/2018

__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 March 21, 2017, the Issuer declared a quarterly dividend of \$15.625 per share on its 6.25% Series B Mandatory Convertible Preferred Stock, payable on April 17, 2017, to holders of record on April 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) On June 20, 2017, the Issuer declared a quarterly dividend of \$15.625 per share on its 6.25% Series B Mandatory Convertible Preferred Stock, payable on July 17, 2017, to holders of record on July 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%.
 - (3) On September 15, 2017, the Issuer declared a quarterly dividend of \$15.625 per share on its 6.25% Series B Mandatory Convertible Preferred Stock, payable on October 16, 2017, to holders of record on October 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%.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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