

SOUTHWESTERN ENERGY CO

Form 11-K

July 01, 2015

UNITED
STATES
SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

Form 11-K

(Mark One)

Annual

Report pursuant
to Section 15(d)
of the Securities

Exchange Act of
1934

For the fiscal
year ended
December 31,
2014

Or

Transition
Report pursuant
to Section 15(d)
of the Securities

Exchange Act of
1934

For the
transition period
from

_____ to

Commission file
number:

1-08246

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Southwestern
Energy
Company
401(k) Savings
Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Southwestern
Energy
Company

10000 Energy
Drive

Spring, Texas
77389

Financial Statements, Supplemental Schedule
and Report of Independent Registered Public
Accounting Firm

Southwestern Energy Company
401(k) Savings Plan

December 31, 2014 and 2013

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Participants and Benefits Administration Committee

Southwestern Energy Company 401(k) Savings Plan

We have audited the accompanying statements of net assets available for benefits of Southwestern Energy Company 401(k) Savings Plan (the Plan) as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan s internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Southwestern Energy Company 401(k) Savings Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying schedule of assets (held at end of year) as of December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of Southwestern Energy Company 401(k) Savings Plan s financial statements. The supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements but include supplemental information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplementary information is the responsibility of the Plan s management. Our audit procedures included determining whether the supplemental information reconciles to the basic financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information referred to above is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

/s/GRANT THORNTON LLP

Houston, Texas

July 1, 2015

Southwestern Energy Company

401(k) Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2014 and 2013

	2014	2013
ASSETS:		
Cash on hand	\$24,104	\$44,330
Investments at fair value		
Mutual funds	124,698,738	83,850,014
Collective trusts	9,237,327	29,082,765
Common stocks	11,682,998	16,642,561
Total investments	145,619,063	129,575,340
Receivables		
Notes receivable from participants	4,494,661	3,813,113
Participants contributions	34,825	-
Employer s contributions	22,142	-
Total receivables	4,551,628	3,813,113
Net assets reflecting investments at fair value	150,194,795	133,432,783
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	(25,041)	(17,136)
Net assets available for benefits	\$150,169,754	\$133,415,647

The accompanying notes are an integral part of these financial statements.

Southwestern Energy Company

401(k) Savings Plan

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years ended December 31, 2014 and 2013

	2014	2013
ADDITIONS:		
Contributions		
Participant	\$15,836,833	\$13,459,535
Employer	8,116,599	6,909,989
Rollover	1,351,624	994,134
Total contributions	25,305,056	21,363,658
Investment income		
Interest and dividend income	6,426,580	3,308,610
Net appreciation (depreciation) in fair value of investments	(3,528,542)	17,015,013
Net investment income	2,898,038	20,323,623
Interest income on notes receivable from participants	164,466	136,295
Other	754	-
Total additions	28,368,314	41,823,576
DEDUCTIONS:		
Benefits paid to participants	11,588,347	11,697,457
Administrative expenses	25,860	27,079
Total deductions	11,614,207	11,724,536
Net increase in net assets available for benefits	16,754,107	30,099,040
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	133,415,647	103,316,607
End of year	\$150,169,754	\$133,415,647

The accompanying notes are an integral part of these financial statements.

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS

December 31, 2014 and 2013

NOTE A DESCRIPTION OF PLAN

The following description of the Southwestern Energy Company 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan s provisions. The Plan agreement, as amended and restated effective January 1, 2009, and all subsequent amendments have been considered in the following description; the amendments made to the restated Plan agreement have no significant effects on net assets.

1. General

The Plan is a qualified defined contribution plan under Section 401(k) of the Internal Revenue Code (the IRC). The Plan covers all employees of Southwestern Energy Company (the Company or Employer) and its subsidiaries except for:

- a. Employees who have not yet completed thirty (30) days of service,
- b. Employees whose terms of employment are covered by a collective bargaining agreement that does not provide for participation in the Plan, provided that retirement benefits have been the subject of good faith bargaining,
- c. Employees who are under the age of twenty-one (21),
- d. Seasonal employees who have one thousand (1,000) or less hours of service for the applicable computation period,
- e. Employees or other persons who perform services pursuant to written agreement with the Employer or with a third party, unless such agreement provides for participation in the Plan,
- f. Leased employees, and
- g. Non-resident aliens.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 as amended (ERISA).

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

2. Contributions

Participants may contribute from 1% to 25% of eligible compensation, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Salary deferrals consist of pretax and/or Roth 401(k) contributions. Participants may also rollover amounts from other qualified defined benefit or defined contribution plans. The Company matches 100% of the first 3% of eligible compensation and 50% of the next 3% of eligible compensation that a participant contributes to the Plan. All contributions to the Plan are invested under the direction of the participant in 17 investment options including Company stock. Investments in the stock of Energy Corporation originated from a previous plan merger and are no longer an active investment option. Contributions are subject to certain limitations.

3. Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

4. Vesting

Participants are immediately vested in their contributions and Company contributions plus actual earnings thereon.

5. Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of a participant's vested account balance. The loans are secured by the balance in the participant's account and bear fixed interest at one percentage point above the prime lending rate at the inception of the loan. Principal and interest is generally paid through payroll deductions. Amounts repaid are reinvested in investment options based on the participant's current investment elections. At December 31, 2014, interest rates ranged from 4.25% to 8.25%.

6. Payment of Benefits

On termination of service due to death, disability, or retirement, a participant or a participant's estate may receive the full value of his or her account in a lump-sum or over an installment period of not more than 10 years. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

7. Transfers to and from Other Plans

The Plan transfers certain net assets to other plans in connection with participants who have terminated employment and began participating in other employer plans. Such transfers are recorded in benefits paid to participants at the fair value of the assets on the date transferred. Similarly, the Plan allows new participants to rollover or transfer-in assets held in other qualified plans. Such transfers are recorded in rollover contributions at fair value.

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The Plan's financial statements are presented on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through BNP Paribas Investment Partners Trust Company, a collective trust. The Statements of Net Assets Available for Benefits present the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contract. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

2. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

4. Administrative Expenses

Loan origination fees paid by the Plan participants to the Plan's record-keeper are reflected as administrative expenses. All other expenses incurred in connection with the Plan are paid by the Company. During 2014 and 2013, the Company paid \$111,982 and \$153,685, respectively, of expenses on behalf of the Plan. The Company does not seek to be reimbursed by the Plan for payment of such expenses. Brokerage commissions and transfer taxes incurred in connection with securities transactions are treated as part of the purchase cost or a reduction of sales proceeds.

5. Payments of Benefits

Benefits are recorded when paid. Amounts allocated to accounts of participants who have elected to withdraw from the Plan, but have not yet received payments from the Plan, totaled \$0 and \$1,443,911 as of December 31, 2014 and 2013, respectively.

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE B SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Continued

6. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2014 and 2013.

NOTE C INVESTMENTS

The following investments represent 5% or more of the net assets available for benefits:

	2014	2013
Deutsche Eqty 500 Index Fund (2)	\$23,084,225	\$19,343,333
T. Rowe Price Retirement 2040 Advantage	14,095,170	11,249,611
Prudential Jennison Mid Cap Growth A	12,726,716	10,578,952
T. Rowe Price Retirement 2030 Advantage	11,877,236	9,280,917
Southwestern Energy Company - Common Stock	11,544,885	16,545,401
Amer Europacific Growth R4 (3)	11,022,393	10,535,330
T. Rowe Price Retirement 2020 Advantage	10,973,663	8,756,507
FFTW Income Plus Fund (1)	9,103,392	9,739,432
Wells Fargo Advantage Core Bond Fund (4)	9,057,689	8,766,254
LSV Value Equity Fund (5)	8,958,427	7,007,606

(1) Contract value of \$9,078,351 at December 31, 2014 and \$9,722,296 at December 31, 2013.

(2) Transferred from DWS Stock Index Fund. The DWS Stock Index Fund was classified as a collective trust in 2013, while the Deutsche Eqty 500 Index Fund is classified as a mutual fund in 2014.

(3) Transferred from Amer Europacific Growth R-3 International Fund

(4) Transferred from PIMCO Funds Total Return Fund

(5) Transferred from Blackrock Equity Dividend Fund Institutional

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE C INVESTMENTS Continued

During 2014 and 2013, the Plan's investments including investments bought, sold and held during the year appreciated (depreciated) in value as follows:

	2014	2013
Mutual funds	\$1,443,929	\$9,819,811
Collective trusts	88	4,647,123
Common stocks	(4,972,559)	2,548,079
	\$(3,528,542)	\$17,015,013

NOTE D FAIR VALUE MEASUREMENTS

The Plan defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three-tier fair value hierarchy is described as follows:

Level 1: Quoted market prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Inputs, other than the quoted prices in active markets included within Level 1, that are observable for the asset or liability either directly or indirectly.

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions about what market participants would use in pricing the asset or liability.

Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of assets and liabilities being measured and their placement or changes in their placement within the fair value hierarchy. Transfers between levels are recognized on the actual date of the event resulting in the transfer.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE D FAIR VALUE MEASUREMENTS Continued

Collective trusts: Valued using the NAV provided by the administrator of the fund. The NAV is based on the fair value of the underlying assets owned by the fund, less its liabilities, and then divided by the number of shares owned. The NAV is a quoted price in a market that is not active. These funds transact at their NAV. There are no restrictions in place with respect to the daily redemption of the collective trust funds. There are no unfunded commitments at December 31, 2014.

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

The preceding methods described may produce fair value calculations that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

During the plan years ended December 31, 2014 and 2013, there were no transfers in or out of Levels 1 and 2.

The following are assets measured at fair value on a recurring basis at December 31, 2014 and 2013:

	2014			Total
	Level 1	Level 2	Level 3	
Mutual funds				
Growth and income funds	\$ 46,268,477	\$ -	\$ -	\$ 46,268,477
Growth funds	27,674,197	-	-	27,674,197
Aggressive growth funds	17,349,888	-	-	17,349,888
Fixed income funds	10,321,951	-	-	10,321,951
Non-benefit-responsive investment fund S&P 500 Indexed	23,084,225	-	-	23,084,225
Total mutual funds	124,698,738	-	-	124,698,738
Collective trusts				
Fixed income and fully benefit- responsive investment contract	-	9,237,327	-	9,237,327
Total collective trusts	-	9,237,327	-	9,237,327
Common stocks	11,682,998	-	-	11,682,998
Total investments at fair value	\$ 136,381,736	\$ 9,237,327	\$ -	\$ 145,619,063

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE D FAIR VALUE MEASUREMENTS Continued

	2013			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Growth and income funds	\$35,842,460	\$-	\$-	\$35,842,460
Growth funds	22,777,524	-	-	22,777,524
Aggressive growth funds	16,201,169	-	-	16,201,169
Fixed income funds	9,028,861	-	-	9,028,861
Total mutual funds	83,850,014	-	-	83,850,014
Collective trusts				
Non-benefit-responsive investment fund S&P 500 Indexed	-	19,343,333	-	19,343,333
Fixed income and fully benefit-responsive investment contract	-	9,739,432	-	9,739,432
Total collective trusts	-	29,082,765	-	29,082,765
Common stocks	16,642,561	-	-	16,642,561
Total investments at fair value	\$100,492,575	\$29,082,765	\$-	\$129,575,340

NOTE E INVESTMENT CONTRACT WHICH INCLUDE INSURANCE AND INVESTMENT CONTRACTS

The Plan offers the FFTW Income Plus Fund (FFTW Fund), through the BNP Paribas Investment Partners Pooled Trust Fund (BNP Fund), as an investment option to the Plan participants. The BNP Fund is a collective investment fund, which includes the FFTW Fund, and is maintained by the trustee BNP Paribas Investment Partners Trust Company. This fund primarily invests in guaranteed investment contracts (GICs), money market funds, money market instruments, repurchase agreements, private placements, bank investment contracts and synthetic GICs.

Investments in GICs guarantee a stated rate of interest for a fixed maturity. In a synthetic GIC structure, the underlying investments are owned by a separate entity. A synthetic GIC is comprised of two components: an underlying asset and a wrapper contract. Wrapper contracts generally change the investment characteristics of underlying securities to those of guaranteed investment contracts. Each wrapper contract obligates the wrap provider to maintain the contract value of the underlying investments. The contract value is generally equal to the principal amounts invested in the underlying investments, plus interest accrued at a crediting rate established under the contract, less any adjustments for withdrawals (as specified in the wrap agreement).

In general, if the contract value of the wrap agreement exceeds the market value of the underlying investments (including accrued interest), the wrap provider becomes obligated to pay that difference to the fund in the event that shareholder redemptions result in partial or total contract liquidation. The circumstances under which payments are made and the timing of payments between the fund and the wrap provider may vary based on the terms of the wrapper contract.

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE E INVESTMENT CONTRACTS WHICH INCLUDE INSURANCE AND
INVESTMENT CONTRACTS Continued

In certain circumstances, the amount withdrawn from the wrapper contract would be payable at fair value rather than at contract value. These events include termination of participating plans or a material adverse change to the provisions of participating plans. At this time, the Plan believes that the occurrence of such events that would be of sufficient magnitude to limit the ability of the fund to transact at contract value is not probable.

The net asset value of the fund is determined on a daily basis. Units can be issued and redeemed on any business day at that day's unit value. All earnings, expenses, and gains and losses of the fund are reflected in the calculation of the daily unit value. Although it is intended to permit daily withdrawals, some of the assets of the fund, especially investment contracts, may require an adjustment in the value of the investment if a withdrawal is made. In any event, the withdrawal may be deferred over such period of time, not to exceed one year, as may be deemed necessary for fair and orderly management of the fund.

The interest crediting rate is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, the amount and timing of participant contributions, transfers and withdrawals, and the duration of the fixed-income investments that underlie the wrapper contracts. The average market yield and crediting interest rates of the BNP Fund were 0.85% and 0.95%, respectively for the year ended December 31, 2014. The average market yield and crediting interest rates for the BNP Fund were 0.71% and 0.98%, respectively, for the year ended December 31, 2013.

NOTE F TAX STATUS

The Internal Revenue Service issued a favorable determination letter dated December 10, 2011, stating that the Plan was designed in accordance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's legal counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE G PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

NOTE H RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of mutual funds, common stocks and collective trusts. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE I RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Plan investments include shares of Southwestern Energy Company common stock. These transactions represent investments in the Company and, therefore, qualify as party-in-interest transactions. At December 31, 2014 and 2013, the Plan held 423,045 and 420,681 shares of common stock of the Company, respectively, with fair value of \$11,544,885 and \$16,545,401, respectively, and a cost basis of \$11,562,033 and \$10,401,982, respectively. The Plan also invests in DWS Stock Index Fund that was issued by DWS Trust Company in 2014. DWS Trust Company was a trustee as defined by the Plan during 2014 and, therefore, these transactions qualify as party-in-interest transactions. There were no fees paid by the Plan for the investment management services for the years ended December 31, 2014 and 2013. The Plan participants paid loan origination fees to Automatic Data Processing, Inc., the Plan's record-keeper and an entity related to DWS Trust Company, amounting to \$25,855 and \$26,925, during 2014 and 2013, respectively, which qualify as party-in-interest transactions. Bank of America Merrill Lynch is a trustee as defined by the Plan, and is also a bank in our revolving credit facility and a provider of banking and benefit-related services for Southwestern Energy.

Southwestern Energy Company

401(k) Savings Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2014 and 2013

NOTE J RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	2014	2013
Net assets available for benefits per the financial statements	\$ 150,169,754	\$ 133,415,647
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	25,041	17,136
Net assets available for benefits per the Form 5500	\$ 150,194,795	\$ 133,432,783

The following is a reconciliation of total additions per the financial statements to total income to the Form 5500 as of December 31:

	2014
Total additions per the financial statements	\$28,368,314
Reversal of prior year adjustment from contract value to fair value for fully benefit-responsive investment contracts	(17,136)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	25,041
Total income per the Form 5500	\$28,376,219

SUPPLEMENTAL SCHEDULE

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Southwestern Energy Company

401(k) Savings Plan

Form 5500 Schedule H, Line 4i Schedule of assets (held at end of year)
December 31, 2014

(a)	(b)	(c)	(e)
Party-in- Interest Identification	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
*	Deutsche Eqty 500 Index Fund	Mutual Fund	\$23,084,225
	T. Rowe Price Retirement 2040 Advantage Prudential Jennison Mid Cap Growth A	Mutual Fund	14,095,170
*	T. Rowe Price Retirement 2030 Advantage	Mutual Fund	11,877,236
*	Southwestern Energy Company - Common Stock	423,045 Common Shares	11,544,885
	Amer Europacific Growth R4 T. Rowe Price Retirement 2020	Mutual Fund	11,022,393
	Advantage FFTW Income Plus Fund	Mutual Fund	10,973,663
	Wells Fargo Advantage Core Bond Fund	Collective Trust	9,103,392
	LSV Value Equity Fund	Mutual Fund	9,057,689
		Mutual Fund	8,958,427
		Mutual Fund	6,327,495

	Aston/River Road Small Cap Value Aston/Montag Caldwell Long Term Growth Fund	Mutual Fund	5,989,054
*	Participant loans	Participant loans with interest rates from 4.25% to 8.25% and maturity dates through 2024	4,494,661
	T. Rowe Price Retirement 2050 Advantage	Mutual Fund	4,391,243
	T. Rowe Price Retirement 2010 Advantage	Mutual Fund	2,568,321
	T. Rowe Price Retirement Income Advantage	Mutual Fund	2,362,844
	Dreyfus Bond Market Index - Basic	Mutual Fund	1,264,262
	Entergy Corporation	1,579 Common Shares	138,113
	Columbia Trust Stable Government	Collective Trust	133,935
			\$150,113,724

* Party-in-interest

Note: Column (d) cost information has been omitted as all investments are participant-directed.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SOUTHWESTERN ENERGY COMPANY
Registrant

Dated: July /s/ R. CRAIG OWEN
1,
2015

R. Craig Owen
Senior Vice President
and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER

EXHIBIT

23.1

Consent of Grant Thornton LLP

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