

SOUTHWESTERN ENERGY CO  
Form S-8 POS  
June 30, 2006

As filed with the Securities and Exchange Commission on June 30, 2006.  
Registration No. 33-63558

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**SOUTHWESTERN ENERGY COMPANY**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation  
or organization)

71-0205415  
(I.R.S. employer identification no.)

2350 N. Sam Houston Parkway East  
Suite 300  
Houston, Texas 77032  
(Address of principal executive offices including zip code)

**Southwestern Energy Company Nonqualified Stock Option Plan With Stock Appreciation Rights Available**  
(Full title of the plan)

Houston, Texas 77032

Mark K. Boling  
2350 N. Sam Houston Parkway East  
Suite 300  
(281) 618-4700  
(Name, address and telephone number, including area code, of agent for service)

**EXPLANATORY NOTE**

**Deregistration of Shares**

Southwestern Energy Company (the Registrant ) registered a total of 167,350 shares of the Registrant s common stock, \$2.50 par value per share (the Common Stock ), under its Southwestern Energy Company Nonqualified Stock Option Plan With Stock Appreciation Rights Available (the Plan ) on Form S-8 (Registration Statement File No. 33-63558) filed with the Securities and Exchange Commission on May 28, 1993 (the Registration Statement ). Effective immediately upon the filing of this Post Effective Amendment No. 1 to the Registration Statement, the Registrant deregisters all the shares registered under the Registration Statement that remain unsold.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas on the 30<sup>th</sup> day of June, 2006.

SOUTHWESTERN ENERGY COMPANY

By:           /s/ MARK K. BOLING            
Mark K. Boling  
Executive Vice President, General  
Counsel and  
Secretary

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Harold M. Korell, Greg D. Kerley, and Mark K. Boling and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including Post-Effective amendments) to this Post-Effective Amendment No. 1 to the Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

**Signature**

	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>/s/ HAROLD M. KORELL</u> Harold M. Korell	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	June 30, 2006
<u>/s/ GREG D. KERLEY</u> Greg D. Kerley	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 30, 2006
<u>/s/ STANLEY T. WILSON</u> Stanley T. Wilson	Controller and Chief Accounting Officer (Principal Accounting Officer)	June 30, 2006

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/s/ LEWIS E. EPLEY, JR.  
Lewis E. Epley, Jr.

Director

June 30, 2006

/s/ ROBERT L. HOWARD  
Robert L. Howard

Director

June 30, 2006

/s/ VELLO A. KUUSKRAA  
Vello A. Kuuskraa

Director

June 30, 2006

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/s/ KENNETH R. MOURTON  
Kenneth R. Mourton

Director

June 30, 2006

/s/ CHARLES E. SCHARLAU  
Charles E. Scharlau

Director

June 30, 2006