

RANGE RESOURCES CORP
Form 4
October 16, 2012

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 *
WHITLEY MARK D

2. Issuer Name and Ticker or Trading Symbol
RANGE RESOURCES CORP [RRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2012

____ Director
 Officer (give title below) Sr. Vice President
____ 10% Owner
____ Other (specify below)

**100 THROCKMORTON SUITE
1200**

(Street)

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

FORT WORTH, TX 76102

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/12/2012		M		39,011 A \$ 73.28	D	
Common Stock	10/12/2012		F		4,061 D \$ 73.28	D	
Common Stock	10/12/2012		D		27,869 (1) D \$ 73.28	D	
Common Stock	10/12/2012		M		32,763 A \$ 73.28	D	
Common Stock	10/12/2012		F		4,527 D \$ 73.28	D	

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Common Stock	10/12/2012	D	<u>20,347</u> (1)	D	\$ 73.28	86,553	D	
Common Stock	10/12/2012	S	14,970	D	\$ 71.9872 (2)	71,583	D	
Common Stock	10/12/2012	S	75,381	D	\$ 70.2314	0	I	Deferred Comp Account
Common Stock	10/16/2012	S	71,583	D	\$ 70.8095 (3)	0	D	
Common Stock						3,419	I	By 401(k) Plan

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)	Amount or Number of Shares
Stock Appreciation Right	\$ 52.35	10/12/2012		M	39,011	05/18/2012 05/18/2016	Common Stock	39,011
Stock Appreciation Right	\$ 45.51	10/12/2012		M	32,763	05/19/2011 05/19/2015	Common Stock	32,763

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Sr. Vice President

WHITLEY MARK D
100 THROCKMORTON SUITE 1200
FORT WORTH, TX 76102

Signatures

Rodney L. Waller by Power of
Attorney

10/16/2012

__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) These shares were surrendered back to the Company in accordance with the SAR agreement.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.7831 to \$72.2959 inclusive.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.425 to \$71.345 inclusive.

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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