

WALLER RODNEY L

Form 4

May 24, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALLER RODNEY L

(Last) (First) (Middle)

**C/O RANGE RESOURCES
CORPORATION, 100
THROCKMORTON, SUITE 1200**

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/15/2010		I	V	7,654	D	\$ 41.91	163,187	I	Deferred Compensation Account
Common Stock	07/15/2010		I	V	7,654	A	\$ 41.91	181,109	D	
Common Stock	04/27/2012		G	V	8,000	D	\$ 0	87,901	D	
Common Stock	05/02/2012		G	V	8,000	D	\$ 0	79,901	D	

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Common Stock	05/23/2012	A	<u>7,599</u> ⁽¹⁾	A	\$ 64.35	179,924	I	Deferred Compensation Account
Common Stock	05/23/2012	A	4 <u>(2)</u>	A	\$ 64.35	179,928	I	Deferred Compensation Account
Common Stock						17,739	I	401(k) Plan
Common Stock						33,750	I	Ira Rollover Account

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 or Number of Shares
Stock Appreciation Right	\$ 64.35	05/23/2012		A	19,591 <u>(3)</u>	05/23/2013 05/23/2017	Common Stock 19,5

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALLER RODNEY L C/O RANGE RESOURCES CORPORATION 100 THROCKMORTON, SUITE 1200 FORT WORTH, TX 76102	Sr. Vice President

Signatures

Rodney L.
Waller

05/24/2012

__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) Grant of restricted stock into the Deferred Compensation Plan approved by the Compensation Committee of the Board of Directors for no consideration. Grants vest 30%, 30% and 40% over three years on the anniversary of the date of the grant.
- (2) Company match deposited in deferred compensation account. The company match vests 1/3 each December 31st over three years.
- (3) SAR's vest 30%, 30% and 40% over three years on the anniversary of the date of grant, have a five year term and were granted pursuant to the Range Resources 05EQ plan.

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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