

WALLER RODNEY L
Form 4
May 24, 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 *
WALLER RODNEY L

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)
05/23/2012

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

C/O RANGE RESOURCES CORPORATION, 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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-------------------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| 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 | <u>4</u> ⁽²⁾ | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Appreciation Right | \$ 64.35 | 05/23/2012 | | A | <u>19,591</u> ⁽³⁾ | 05/23/2013 05/23/2017 | Common Stock | 19,591 |

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.