

Walker Ray N JR
Form 4
September 13, 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 *
Walker Ray N JR

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)
100 THROCKMORTON, STE 1200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and COO

FORT WORTH, TX 76102

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/12/2012 | | M | 9,829 A \$ 70.57 | 9,829 | D | |
| Common Stock | 09/12/2012 | | M | 6,766 A \$ 70.57 | 16,595 | D | |
| Common Stock | 09/12/2012 | | F | 2,545 D \$ 70.57 | 14,050 | D | |
| Common Stock | 09/12/2012 | | D | 9,612 (1) D \$ 70.57 | 4,438 | D | |
| Common Stock | 09/12/2012 | | S | 4,438 D \$ 71.0872 | 0 | D | |

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| | | | |
|--------------|---------|---|-------------------------------|
| Common Stock | 2,738 | I | 401k |
| Common Stock | 135,079 | I | Deferred Compensation 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.

SEC 1474
(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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------|----------------------------|
| Stock Appreciation Right | \$ 45.51 | 09/12/2012 | | M | 9,829 | 05/19/2011 05/19/2015 | Common Stock | 9,829 |
| Stock Appreciation Right | \$ 34.13 | 09/12/2012 | | M | 6,766 | 02/18/2010 02/18/2014 | Common Stock | 6,766 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walker Ray N JR 100 THROCKMORTON, STE 1200 FORT WORTH, TX 76102 | | | Sr. VP and COO | |

Signatures

Patti Williams by Power of Attorney
09/13/2012

**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.

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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