

Poole David P
Form 4
May 23, 2013

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 *
Poole David P

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, SUITE
1200

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2013

____ Director
 Officer (give title below) Sr. VP & General Counsel
____ 10% Owner
____ Other (specify below)

(Street)
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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 05/22/2013 | | A | 11 ⁽¹⁾ | A | \$ 77.26 | 62,223 | I | Deferred Compensation Account |
| Common Stock | 05/22/2013 | | M | 9,303 | A | \$ 78.61 | 18,130 | D | |
| Common Stock | 05/22/2013 | | F | 850 | D | \$ 78.61 | 17,280 | D | |
| Common Stock | 05/22/2013 | | D | 6,196 ₍₂₎ | D | \$ 78.61 | 11,084 | D | |
| | 05/22/2013 | | M | 10,184 | A | | 21,268 | D | |

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| | | | | | | | | |
|--------------|------------|---|------------------------------|---|----------|--------|---|-------------------------------|
| Common Stock | | | | | \$ 78.61 | | | |
| Common Stock | 05/22/2013 | F | 1,173 | D | \$ 78.61 | 20,095 | D | |
| Common Stock | 05/22/2013 | D | <u>5,896</u> ⁽²⁾ | D | \$ 78.61 | 14,199 | D | |
| Common Stock | 05/22/2013 | A | <u>19,910</u> ⁽³⁾ | A | \$ 77.26 | 82,133 | I | Deferred Compensation Account |
| Common Stock | | | | | | 3,135 | I | 401k |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Right | \$ 52.35 | 05/22/2013 | | M | 9,303 | 05/18/2012 | 05/18/2016 | Common Stock |
| Stock Appreciation Right | \$ 45.51 | 05/22/2013 | | M | 10,184 | 05/19/2011 | 05/19/2015 | Common Stock |
| Stock Appreciation Right | \$ 77.26 | 05/22/2013 | | A | <u>24,028</u> ⁽⁴⁾ | 05/22/2014 | 05/22/2018 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Poole David P
100 THROCKMORTON, SUITE 1200
FORT WORTH, TX 76102

Sr. VP &
General
Counsel

Signatures

Rodney L. Waller by Power of
Attorney

05/23/2013

__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) Company match deposited in deferred compensation account. The company match vests 1/3 each December 31st over three years.
- (2) These shares were surrendered back to the Company in accordance with the SAR agreement.
- (3) 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.
- (4) 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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