

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)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

**100 THROCKMORTON SUITE  
1200**

**10/12/2012**

**Sr. Vice President**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

**FORT WORTH, TX 76102**

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                    | 10/12/2012                           |  | M                              |   | 39,011 A \$ 73.28   | 110,594  | D   |
| Common Stock                    | 10/12/2012                           |  | F                              |   | 4,061 D \$ 73.28  | 106,533  | D   |
| Common Stock                    | 10/12/2012                           |  | D                              |   | 27,869 (1) D \$ 73.28   | 78,664   | D   |
| Common Stock                    | 10/12/2012                           |  | M                              |   | 32,763 A \$ 73.28   | 111,427  | D   |
| Common Stock                    | 10/12/2012                           |  | F                              |   | 4,527 D \$ 73.28  | 106,900  | D   |

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|              |            |   |                      |   |                      |        |   |                       |
|--------------|------------|---|----------------------|---|----------------------|--------|---|-----------------------|
| Common Stock | 10/12/2012 | D | <u>20,347</u><br>(1) | D | \$ 73.28             | 86,553 | D |                       |
| Common Stock | 10/12/2012 | S | 14,970               | D | \$<br>71.9872<br>(2) | 71,583 | D |                       |
| Common Stock | 10/12/2012 | S | 75,381               | D | \$<br>70.2314        | 0      | I | Deferred Comp Account |
| Common Stock | 10/16/2012 | S | 71,583               | D | \$<br>70.8095<br>(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.

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 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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