

PINKERTON JOHN H

Form 4

May 23, 2013

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 *
PINKERTON JOHN H

(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)
05/22/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	05/22/2013		A		15 ⁽¹⁾	A \$ 77.26	797,043	I	Deferred Compensation Account
Common Stock	05/22/2013		A		63,506 ⁽²⁾	A \$ 77.26	860,549	I	Deferred Compensation Account
Common Stock							951,156	D	
Common							27,773	I	401(k) Plan

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Stock

IRA	181,798	I	IRA
Spouse Holdings	5,248	I	Spouse
Children's Holdings	7,158	I	children

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	\$ 77.26	05/22/2013		A		76,640 <u>(3)</u>		05/22/2014	05/22/2018	Common Stock	76,640

Reporting Owners

Reporting Owner Name / Address	Relationships
PINKERTON JOHN H C/O RANGE RESOURCES CORPORATION 100 THROCKMORTON, SUITE 1200 FORT WORTH, TX 76102	Director 10% Owner Officer Other Executive Chairman

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) 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.
- (3) Stock Appreciation Rights 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 Corporation 2005 Equity 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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