RANGE RESOURCES CORP

Form 4 May 22, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(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]

(Middle)

(Zip)

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

100 THROCKMORTON, SUITE 1200

(Street)

(State)

(First)

05/20/2008

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below)

Sr. Vice President

(Check all applicable)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

FORT WORTH, TX 76102

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
						Reported		
					(A)	Transaction(s)		
			G 1 17		or or	(Instr. 3 and 4)		
			Code V	Amount	(D) Price	e ` ´		
Common					¢ 74			Deferred
Common Stock	05/20/2008		A	11,369	A \$75	108,344	I	Comp

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Account

(9-02)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	any Code Securities (Month/Day/Year) (Instr. 8) Acquired or Dispose (D)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Appreciation Rights	\$ 75	05/20/2008		A	27,820	05/20/2009(2)	05/20/2013	Common Stock	2′

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHITLEY MARK D 100 THROCKMORTON, SUITE 1200 FORT WORTH, TX 76102

Sr. Vice President

Signatures

Rodney L. Waller by Power of Attorney

05/22/2008

**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) Grants of restricted stock into the Deferred Compensation Plan are approved by the Compensation Committee of the Board of Directors for no consideration. Grants vest 30%, 30% and 40% on the anniversary of the date of grant.
- (2) Stock Appreciation Rights vest 30%, 30% and 40% over three years on the anniversary date of the 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. 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.

Reporting Owners 2