



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

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**RANGE RESOURCES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**34-1312571**

(I.R.S. Employer  
**Identification No.**)

**100 Throckmorton Street**  
**Suite 1200**

**Fort Worth, Texas**

(Address of Principal Executive Offices)

**76102**

(Zip Code)

**Range Resources Corporation 2005 Equity-Based Compensation Plan**

(Full title of the plan)

**Rodney L. Waller**

**Senior Vice President and Corporate Secretary**

**Range Resources Corporation**

**100 Throckmorton Street, Suite 1200**

**Fort Worth, Texas 76102**

(Name and address of agent for service)

**(817) 870-2601**

(Telephone number, including area code, of agent for service)

with a copy to:

**Rodney Moore**

**Vinson & Elkins L.L.P.**

**2001 Ross Avenue, Suite 3700**

**Dallas, Texas 75201**

**(214) 220-7700**

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed Maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.01 par value per share	1,574,480 shares	\$38.39	\$60,444,287	\$1,855.64

- (1) Pursuant to Rule 416, there are also being registered such additional shares of Common Stock as may become issuable pursuant to the antidilution provisions of the Range Resources Corporation 2005 Equity-Based Compensation Plan.
- (2) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(h) under the Securities Act of 1933 (the "Securities Act"). The price for the 1,574,480 shares issuable under the Company's 2005 Equity-Based Compensation Plan, as amended, was based on a price of \$38.39, the average of the high and low prices reported on the New York Stock Exchange on June 12, 2007.

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This Registration Statement is being filed, in accordance with General Instruction E to Form S-8, to register the offer and sale of additional shares of common stock that may be issued under the Range Resources Corporation 2005 Equity-Based Compensation Plan (the "2005 Plan") as a result of (i) the adoption of the Fourth Amendment to the 2005 Plan, which increased the number of shares of common stock available under the 2005 Plan by 950,000, (ii) the termination or forfeiture of awards under the Amended and Restated 1999 Stock Option Plan of Range Resources Corporation, which increased the number of shares of common stock available under the 2005 Plan by 55,177 and (iii) 569,303 shares of common stock (the "Stroud Shares") available under the Stroud Energy, Inc. 2005 Stock Incentive Plan (the "Stroud Plan"), as amended, which the Registrant assumed pursuant to an Agreement and Plan of Merger, dated May 10, 2006, by and among the Registrant, Range Acquisition Texas, Inc. and Stroud Energy, Inc., which merger was consummated on June 19, 2006. Pursuant to the Fifth Amendment to the 2005 Plan, the Stroud Shares may be issued by the Registrant under the 2005 Plan, rather than the Stroud Plan, to former employees of Stroud Energy, Inc. or to individuals who become employees, officers, directors or service providers of the Registrant or a Subsidiary after the close of the acquisition of Stroud Energy, Inc. on June 19, 2006. The contents of the Registration Statements on Form S-8 (Registration Nos. 333-125665 and 333-135196) with respect to the 2005 Plan are hereby incorporated by reference into this Registration Statement.

### **PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) promulgated under the Securities Act.

### **PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **Item 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents:

- (a) Annual Report on Form 10-K, for the fiscal year ended December 31, 2006, as amended.
- (b) Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2007, as amended.
- (c) Current Reports on Form 8-K filed on each of January 18, 2007, January 24, 2007, February 7, 2007, February 14, 2007, March 30, 2007, April 16, 2007, April 18, 2007 and June 19, 2007; provided, however, the Registrant does not incorporate by reference any information furnished under Item 2.02 or Item 7.01 or any exhibits furnished in connection therewith and included in any of these Current Reports on Form 8-K.
- (d) The description of the Registrant's Common Stock contained in the Registration Statement on Form 10, dated June 18, 1980, and filed with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 (the "Exchange Act"), including any subsequent amendment(s) or report(s) filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Upon the written or oral request of any person to whom a copy of this Registration Statement has been delivered, the Registrant will provide without charge to such person a copy of any and all documents (excluding exhibits thereto unless such exhibits are specifically incorporated by reference into such documents) that have been incorporated by reference into this Registration Statement but not delivered herewith. Requests for such documents should be directed to Range

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Resources Corporation, 100 Throckmorton Street, Suite 1200, Fort Worth, Texas 76102, Attention: Secretary, telephone (817) 870-2601.

### **Item 4. Description of Securities.**

Not applicable.

### **Item 5. Interests of Named Experts and Counsel.**

Not applicable.

### **Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation law ("DGCL") provides that a corporation may indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Section 145 further provides that a corporation similarly may indemnify any such person serving in any such capacity who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or such other court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

The Company's Amended and Restated By-Laws and Restated Certificate of Incorporation, as amended, each provide that the Company will indemnify and hold harmless to the fullest extent authorized by the DGCL each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent. Such right shall include the right to be paid by the Company expenses (including without limitation attorney's fees) actually and reasonably incurred by him in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the DGCL. Additionally, the Company's Restated Certificate of Incorporation, as amended, provides that, in the event that an officer or director files suit against the Company seeking to recover the unpaid amount of a claim for indemnification or advancement of expenses incurred, the burden will be on the Company to prove that the indemnification or advancement of costs of defense would not be permitted under the DGCL. Such indemnification continues as to a person who has ceased to be a director, officer, employee or agent and inures to the benefit of his or her heirs, executors and administrators.

In addition, as permitted by the DGCL, the Restated Certificate of Incorporation, as amended, provides that directors of the Company shall have no personal liability to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except (1) for any breach of the director's duty of loyalty to the Company or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of

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law, (3) under Section 174 of the DGCL or (4) for any transaction from which a director derived an improper personal benefit.

The preceding discussion of the Company's Amended and Restated Bylaws and Restated Certificate of Incorporation, as amended, and Section 145 of the Delaware General Corporation Law is not intended to be exhaustive and is qualified in its entirety by the reference to the Company's Amended and Restated Bylaws and Restated Certificate of Incorporation, as amended, and Section 145 of the DGCL.

The Company has entered into indemnification agreements with its directors and executive officers, and intends to enter into indemnification agreements with any new directors and executive officers in the future. Pursuant to such agreements, the Company will, to the extent permitted by applicable law, indemnify such persons against all expenses, judgments, fines and penalties incurred in connection with the defense or settlement of any actions brought against them by reason of the fact that they were directors or officers of the Company or assumed certain responsibilities at the direction of the Company. The preceding discussion of the Company's indemnification agreements is not intended to be exhaustive and is qualified in its entirety by reference to such indemnification agreements.

### **Item 7. Exemption from Registration Claimed.**

Not applicable.

### **Item 8. Exhibits.**

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
4.1	Range Resources Corporation 2005 Equity-Based Compensation Plan (incorporated by reference to Exhibit 10.7 to our Form 8-K (File No. 001-12209) as filed with the SEC on May 18, 2005)
4.2	First Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan (incorporated by reference to Exhibit 10.8 to our Form 8-K (File No. 001-12209) as filed with the SEC on May 18, 2005)
4.3	Second Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan (incorporated by reference to Exhibit 10.2 to our Form 8-K (File No. 001-12209) as filed with the SEC on May 26, 2006)
4.4	Third Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan (incorporated by reference to Exhibit 10.3 to our Form 8-K (File No. 001-12209) as filed with the SEC on May 26, 2006)
4.5	Fourth Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan
4.6	Fifth Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1 hereto)
23.3	Consent of H.J. Gruy and Associates, Inc., independent consulting engineers

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<u>Exhibit Number</u>	<u>Description</u>
23.4	Consent of DeGoyler and MacNaughton, independent consulting engineers
23.5	Consent of Wright and Company, independent consulting engineers
24.1	Powers of Attorney (included in the signature pages hereto)

### **Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas, on June 19, 2007.

RANGE RESOURCES CORPORATION

By: /s/ John H. Pinkerton  
John H. Pinkerton  
President and Chief Executive Officer



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Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated. Each person whose signature appears below authorizes and appoints each of John H. Pinkerton and Roger S. Manny, and each of them severally, acting alone and without the other, as his attorney-in-fact to execute in the name of such person and to file any amendments to this Registration Statement necessary or advisable to enable the Registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the registration of the securities which are the subject of this Registration Statement, which amendments may make such changes in the Registration Statement as such attorney-in-fact may deem appropriate.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ John H. Pinkerton</u> John H. Pinkerton	President, Chief Executive Officer and Director (Principal Executive Officer)	June 19, 2007
<u>/s/ Roger S. Manny</u> Roger S. Manny	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 19, 2007
<u>/s/ Charles L. Blackburn</u> Charles L. Blackburn	Chairman of the Board of Directors	June 19, 2007
<u>/s/ Anthony V. Dub</u> Anthony V. Dub	Director	June 19, 2007
<u>V. Richard Eales</u>	Director	
<u>/s/ Allen Finkelson</u> Allen Finkelson	Director	June 19, 2007
<u>Jonathan S. Linker</u>	Director	
<u>/s/ Kevin S. McCarthy</u> Kevin S. McCarthy	Director	June 19, 2007
<u>/s/ Jeffrey L. Ventura</u> Jeffrey L. Ventura	Executive Vice President and Director	June 19, 2007

**EXHIBIT INDEX**

- 4.1 Range Resources Corporation 2005 Equity-Based Compensation Plan (incorporated by reference to Exhibit 10.7 to our Form 8-K (File No. 001-12209) as filed with the SEC on May 18, 2005)
- 4.2 First Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan (incorporated by reference to Exhibit 10.8 to our Form 8-K (File No. 001-12209) as filed with the SEC on May 18, 2005)
- 4.3 Second Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan (incorporated by reference to Exhibit 10.2 to our Form 8-K (File No. 001-12209) as filed with the SEC on May 26, 2006)
- 4.4 Third Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan (incorporated by reference to Exhibit 10.3 to our Form 8-K (File No. 001-12209) as filed with the SEC on May 26, 2006)
- 4.5\* Fourth Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan
- 4.6\* Fifth Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan
- 5.1\* Opinion of Vinson & Elkins L.L.P.
- 23.1\* Consent of Ernst & Young LLP
- 23.2\* Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1 hereto)
- 23.3\* Consent of H.J. Gruy and Associates, Inc., independent consulting engineers
- 23.4\* Consent of DeGoyler and MacNaughton, independent consulting engineers
- 23.5\* Consent of Wright and Company, independent consulting engineers
- 24.1\* Powers of Attorney (included in the signature pages hereto)

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\* Filed herewith

**FOURTH AMENDMENT  
TO THE  
RANGE RESOURCES CORPORATION  
2005 EQUITY-BASED COMPENSATION PLAN**

This Fourth Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan (the "Plan") is effective as provided herein and is made by Range Resources Corporation, a Delaware corporation (the "Company"):

**WHEREAS**, the Company has established the Plan in order to attract able persons to serve as directors or to enter the employ of the Company and its affiliates, and to provide a means whereby those individuals upon whom the responsibilities of the successful administration and management of the Company rest, and whose present and potential contributions to the welfare of the Company and its affiliates are of importance, can acquire and maintain stock ownership thereby strengthening their concern for the welfare of the Company and its affiliates and, further, to provide such individuals with additional incentive and reward opportunities designed to enhance the profitable growth of the Company and its affiliates;

**WHEREAS**, an increase in the aggregate number of shares of stock that may be used in connection with the Plan must be approved by the stockholders of the Company, pursuant to Section 10(c) of the Plan and section 422(b) of the Internal Revenue Code of 1986, as amended;

**WHEREAS**, this Fourth Amendment is subject to stockholder approval.

**NOW, THEREFORE**, the Plan is amended as provided herein, effective as of May 23, 2007, provided that the terms of this Fourth Amendment are approved by the Company's stockholders, and, except as provided below, the Plan shall continue to read in its current state:

Section 4(a) of the 2005 Equity-Based Compensation Plan will be amended to read in its entirety as follows:

**4. Stock Subject to Plan.**

(a) Overall Number of Shares Available for Delivery. Subject to adjustment in a manner consistent with any adjustment made pursuant to Section 9, the total number of shares of Stock reserved and available for delivery in connection with Awards under this Plan shall not exceed the sum of (i) 3,025,000 shares (the "162(m) Covered Shares"), plus (ii) 13,875,000 shares of Stock, less (iii) the number of shares of Stock issued under the Range Resources Corporation 1999 Stock Option Plan (the "1999 Plan") prior to the Effective Date and the number of shares of Stock issuable pursuant to awards outstanding under the 1999 Plan as of the Effective Date, plus (iv) the number of shares that become available for delivery under the 1999 Plan after the Effective Date with respect to awards that lapse or are terminated and with respect to which shares are not issued.

**IN WITNESS WHEREOF**, a duly authorized officer of the Company has executed this Fourth Amendment as set forth below.

**RANGE RESOURCES CORPORATION**

By:  /s/ Rodney L. Waller  
Name:  Rodney L. Waller  
Title:  Senior Vice President

Date:

**FIFTH AMENDMENT  
TO THE  
RANGE RESOURCES CORPORATION  
2005 EQUITY-BASED COMPENSATION PLAN**

This Fifth Amendment to the Range Resources Corporation 2005 Equity-Based Compensation Plan (the "Plan") is effective as provided herein and is made by Range Resources Corporation, a Delaware corporation (the "Company"):

**WHEREAS**, the Company has established the Plan in order to attract able persons to serve as directors or to enter the employ of the Company and its affiliates, and to provide a means whereby those individuals upon whom the responsibilities of the successful administration and management of the Company rest, and whose present and potential contributions to the welfare of the Company and its affiliates are of importance, can acquire and maintain stock ownership thereby strengthening their concern for the welfare of the Company and its affiliates and, further, to provide such individuals with additional incentive and reward opportunities designed to enhance the profitable growth of the Company and its affiliates;

**WHEREAS**, the Company desires to increase in the aggregate the number of shares of stock that may be used in connection with awards under the Plan by making available under the Plan the remaining 569,303 shares that have previously been approved by stockholders of Stroud Energy, Inc. for awards under the Stroud Energy, Inc. 2005 Stock Incentive Plan (the "Stroud Shares");

**WHEREAS**, the Stroud Shares will only be used in connection with awards granted to former employees of Stroud Energy, Inc. or to individuals who became employees, officers, directors or service providers of the Company or a subsidiary after June 19, 2006; and

**WHEREAS**, this Fifth Amendment is not subject to stockholder approval.

**NOW, THEREFORE**, the Plan is amended as provided herein, effective as of May 23, 2007, and, except as provided below, the Plan shall continue to read in its current state:

Section 4(a) of the Plan will be amended to read in its entirety as follows:

**4. Stock Subject to Plan.**

(a) **Overall Number of Shares Available for Delivery.** Subject to adjustment in a manner consistent with any adjustment made pursuant to Section 9, the total number of shares of Stock reserved and available for delivery in connection with Awards under this Plan shall not exceed the total of (i) 3,025,000 shares (the "162(m) Covered Shares"), plus (ii) 13,875,000 shares of Stock, less (iii) the number of shares of Stock issued under the Range Resources Corporation 1999 Stock Option Plan (the "1999 Plan") prior to the Effective Date and the number of shares of Stock issuable pursuant

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to awards outstanding under the 1999 Plan as of the Effective Date, plus (iv) the number of shares that become available for delivery under the 1999 Plan after the Effective Date with respect to awards that lapse or are terminated and with respect to which shares are not issued, plus (v) the 569,303 shares of Stock available for delivery under the Stroud Energy, Inc. 2005 Stock Incentive Plan (the "Stroud Shares"); provided, however, that Stroud Shares shall only be utilized with respect to Awards granted to an Eligible Person who either (A) is a former employee of Stroud Energy, Inc. or one of its affiliates, or (B) first became an officer or employee of (or otherwise began providing services to) the Company or any Subsidiary or first became a director of the Company after June 19, 2006.

**IN WITNESS WHEREOF**, a duly authorized officer of the Company has executed this Fifth Amendment as set forth below.

**RANGE RESOURCES CORPORATION**

By: /s/ Rodney L. Waller  
Name: Rodney L. Waller  
Title: Senior Vice President

Vinson&Elkins

June 19, 2007

Vinson & Elkins L.L.P.  
2001 Ross Ave., Suite 3700  
Dallas, Texas 75201

Range Resources Corporation  
100 Throckmorton Street  
Suite 1200  
Fort Worth, TX 76102

Ladies and Gentlemen:

We have acted as counsel for Range Resources Corporation, a Delaware corporation (the “**Company**”), with respect to certain legal matters in connection with the registration by the Company under the Securities Act of 1933 (the “**Securities Act**”), of the offer and sale of up to 1,574,480 additional shares of Common Stock, par value \$0.01 per share (the “**Shares**”), pursuant to the Range Resources Corporation 2005 Equity-Based Compensation Plan (as amended, the “**Plan**”). The Shares represent an increase in the number of shares of Common Stock available under the Plan as a result of the adoption of the fourth and fifth amendments to the Plan and the forfeiture or termination of awards under the Amended and Restated 1999 Stock Option Plan of the Company.

In connection herewith, we have examined the Plan, the Restated Certificate of Incorporation of the Company, as amended, as in effect on the date hereof, the Amended and Restated Bylaws of the Company as in effect on the date hereof, records of the corporate proceedings with respect to the approval of the Plan, and the Registration Statement on Form S-8 filed in connection with the registration of the Shares (the “**Registration Statement**”), and such other certificates, instruments and documents as we have considered necessary for purposes of this opinion letter.

Based upon the foregoing and subject to the limitations set forth herein, we are of the opinion that when the Shares are issued in accordance with the terms of the Plan and instruments executed pursuant to the Plan which govern the awards to which the Shares relate, the Shares will be legally issued, fully paid and non-assessable.

The foregoing opinion is limited to the laws of the United States of America, the State of Texas, and to the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations thereunder.

Very truly yours,  
VINSON & ELKINS, L.L.P.

**Vinson & Elkins LLP Attorneys at Law** Austin Beijing Dallas  
Dubai Houston London Moscow New York Tokyo Washington

Trammell Crow Center, 2001 Ross Avenue, Suite 3700  
Dallas, TX 75201-2975 **Tel** 214.220.7700 **Fax** 214.220.7716  
**www.velaw.com**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Range Resources Corporation and in the related Prospectuses, related to the registration of additional shares under the Company's 2005 Equity-Based Compensation Plan, of (i) our report dated February 26, 2007 (except Note 4 and 17, as to which the date is June 18, 2007), with respect to the consolidated financial statements of Range Resources Corporation included in the Form 8-K dated June 19, 2007, and (ii) of our report dated February 26, 2007 with respect to Range Resources Corporation management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting of Range Resources Corporation included in the Annual Report for the year ended December 31, 2006, both filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Fort Worth, Texas  
June 18, 2007

**H.J. GRUY AND ASSOCIATES, INC.**

333 Clay Street, Suite 3850, Houston, Texas 77002 • TEL. (713) 739-1000 • FAX (713) 739-6112

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EXHIBIT 23.3

CONSENT OF H.J. GRUY AND ASSOCIATES, INC.

We hereby consent to the use of the name H.J. Gruy and Associates, Inc. and of references to H.J. Gruy and Associates, Inc. and to inclusion of and reference to our report, or information contained therein, dated February 14, 2007, prepared for Range Resources Corporation in the Registration Statement on Form S-8 of Range Resources Corporation, for the filing dated on or about June 18, 2007, and the related Prospectus (collectively, the "Registration Statement") and the Range Resources Corporation Annual Report on Form 10-K for the year ended December 31, 2006. We are unable to verify the accuracy of the reserves and discounted present worth values contained therein because our estimates of reserves and discounted present worth have been combined with estimates of reserves and present worth prepared by other petroleum consultants.

**H.J. GRUY AND ASSOCIATES, INC.**

by: /s/ Sylvia Castilleja  
Sylvia Castilleja, P.E.  
Senior Vice President

June 15, 2007  
Houston, Texas



**DEGOLYER AND MACNAUGHTON**  
5001 SPRING VALLEY ROAD  
SUITE 800 EAST  
DALLAS, TEXAS 75244

June 18, 2007

Range Resources Corporation  
100 Throckmorton Street  
Suite 1200  
Fort Worth, Texas 76102

Ladies and Gentlemen:

We hereby consent to the incorporation by reference of the name DeGolyer and MacNaughton, references to DeGolyer and MacNaughton, and information contained in our "Appraisal Report as of December 31, 2006 of Certain Interests owned by Range Resources Corporation" in the Registration Statement on Form S-8 of Range Resources Corporation and in the related Prospectus (collectively, the "Registration Statement") of the Range Resources Annual Report on Form 10-K for the year ended December 31, 2006; provided, however, that we are necessarily unable to verify the accuracy of the reserves and discounted present worth values contained therein because our estimates of reserves and discounted present worth have been combined with estimates of reserves and present worth prepared by other petroleum consultants.

Very truly yours,

A handwritten signature in cursive script that reads "DeGolyer and MacNaughton".

DeGOLYER and MacNAUGHTON

**CONSENT OF WRIGHT & COMPANY, INC.**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Range Resources Corporation and in the related Prospectus (collectively, the "Registration Statement") of the Range Resources Corporation Annual Report on Form 10-K for the year ended December 31, 2006 which uses the name Wright & Company, Inc., refers to Wright & Company, Inc., and includes information from our report prepared for Range Resources Corporation.

WRIGHT & COMPANY

/s/ D. Randall Wright  
By: D. Randall Wright  
President

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Brentwood, TN  
June 18, 2006