

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported):
May 19, 2011 (May 18, 2011)**

RANGE RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-12209

(Commission
File Number)

34-1312571

(IRS Employer
Identification No.)

**100 Throckmorton, Suite 1200
Ft. Worth, Texas**

(Address of principal executive offices)

76102

(Zip Code)

Registrant's telephone number, including area code: (817) 870-2601

(Former name or former address, if changed since last report): Not applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(e) Compensatory Arrangements with Certain Officers.

On May 18, 2011 at the annual stockholders meeting (the "Annual Meeting") of Range Resources Corporation (the "Company"), the stockholders of the Company approved and adopted the Second Amendment (the "Amendment") to the Company's Amended and Restated 2005 Equity-Based Compensation Plan (the "2005 Plan") to increase the number of shares of the common stock authorized to be issued under the Company's 2005 Plan by 850,000 shares.

Pursuant to the Amendment, 850,000 additional Plan Shares (as defined in the 2005 Plan) will be immediately available for future awards under the 2005 Plan. As of March 25, 2011, 4,435,678 shares are available for awards under the 2005 Plan. As part of the approval of the 2005 Plan by the stockholders in 2005, the Company agreed to suspend any further grants under the 1999 Stock Option Plan (the "1999 Plan") and transfer the authorized but unissued shares in the 1999 Plan to the 2005 Plan. Therefore, the 2005 Plan provides that any shares related to options currently outstanding under the 1999 Plan which lapse or are forfeited will become available for issuance under the 2005 Plan. Pursuant to the Amendment, the maximum number of shares available for future award under the 2005 Plan (assuming none of the shares underlying options currently outstanding under the 1999 Plan lapse or are forfeited) has increased from 4,435,678 to 5,285,678 shares. The additional 850,000 shares approved under the Amendment have been added to the existing 5,675,000 authorized 162(m) Covered Shares (as defined in the 2005 Plan) approved by stockholders specifically for the 2005 Plan.

The foregoing description is a brief summary of the Amendment and does not purport to be a complete statement of the parties' rights and obligations under the 2005 Plan. The foregoing description is qualified in its entirety by reference to the full text of the Second Amendment to Range Resources Corporation Amended and Restated 2005 Equity Based Compensation Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Annual Meeting of the Company was held on Wednesday, May 18, 2011 at 9:00 a.m. Central Time at the Company's offices at 100 Throckmorton Street, Suite 1200 in Fort Worth, Texas. As of March 25, 2011, the record date for the Annual Meeting, there were 160,639,880 shares of common stock issued and outstanding. A quorum of 142,748,105 shares of common stock was present or represented at the Annual Meeting.

The matters submitted to a vote of security holders at the Annual Meeting were as follows:

1. Stockholders elected each of the Company's nine nominees for directors to serve a term of one year to expire at the 2012 Annual Meeting or until their successors are duly elected and qualified, as set forth below:

Name	Votes For	Votes Against	Abstentions	Broker Non-Votes
Charles L. Blackburn	130,654,264	1,556,855	26,162	10,510,824
Anthony V. Dub	131,274,356	931,987	30,938	10,510,824
V. Richard Eales	131,731,427	479,535	26,319	10,510,824
Allen Finkelson	129,910,651	2,299,333	27,297	10,510,824
James M. Funk	130,710,600	1,500,273	26,408	10,510,824
Jonathan S. Linker	131,495,078	716,939	25,264	10,510,824
Kevin S. McCarthy	130,051,548	2,138,643	47,090	10,510,824
John H. Pinkerton	129,046,817	3,161,410	29,054	10,510,824
Jeffrey L. Ventura	131,118,689	1,094,711	23,811	10,510,824

2. Stockholders approved, on an advisory basis, the compensation of the Named Executive Officers.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
119,890,316	12,266,317	80,648	10,510,824

3. Stockholders recommended, by a non-binding advisory vote, that the Company hold advisory votes on our executive compensation on an annual basis.

<u>3 Years</u>	<u>2 Years</u>	<u>1 Year</u>	<u>Abstentions</u>
44,312,815	2,328,298	85,477,889	118,279

In light of the voting results, the Company's Board of Directors has determined it will include an advisory stockholder vote on executive compensation, or "say-on-pay" vote, in the Company's proxy statement on an annual basis until the Company next holds an advisory vote on the frequency on say on pay votes as required under the rules of the Securities and Exchange Commission.

4. Stockholders approved the Second Amendment to the Company's Amended and Restated 2005 Equity-Based Compensation Plan to increase the number of shares of our common stock authorized to be issued under that plan by 850,000 shares, as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
112,210,307	19,801,786	225,188	10,510,824

5. Stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm, as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
141,405,649	524,964	817,492	0

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of the Exhibit</u>
10.1	Second Amendment to Range Resources Corporation Amended and Restated 2005 Equity Based Compensation Plan

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RANGE RESOURCES CORPORATION

By: */s/ David P. Poole*

David P. Poole

*Senior Vice President — General
Counsel and Corporate Secretary*

Date: May 19, 2011

RANGE RESOURCES CORPORATION
EXHIBIT INDEX

Exhibit Number
10.1

Description of the Exhibit
Second Amendment to Range Resources Corporation Amended and Restated 2005 Equity Based Compensation Plan

**SECOND AMENDMENT TO THE
RANGE RESOURCES CORPORATION
AMENDED AND RESTATED 2005 EQUITY-BASED COMPENSATION PLAN**

This Second Amendment to the Range Resources Corporation Amended and Restated 2005 Equity-Based Compensation Plan dated June 4, 2009 (the "Plan") is effective as provided below and is made by Range Resources Corporation, a Delaware corporation (the "Company"):

WHEREAS, the Company has established the Plan in order to attract individuals to serve as directors or employees of the Company and its subsidiaries, and to provide a means whereby those individuals with the responsibility for the successful management of the Company, and whose present and potential future contributions to the growth and of the Company and its subsidiaries are of importance, can acquire and maintain stock ownership thereby strengthening their concern for the Company and its subsidiaries and, further, to provide such individuals with additional incentive and reward opportunities designed to enhance the profitable growth of the Company and its subsidiaries; and

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

WHEREAS, as set forth below, this Second Amendment is subject to stockholder approval.

NOW, THEREFORE, the Plan is amended, subject to and effective upon the approval of this Second Amendment by the Company's stockholders at the 2011 Annual Meeting of the Stockholders of the Company ("2011 Meeting"), and, except as provided below, the Plan shall continue to read in its current state:

1. Section 4(a) is amended to read as follows to increase the number of shares by 850,000:

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) 6,525,000 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 less 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, 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.

As amended hereby, the Plan is specifically ratified and reaffirmed; provided, however, this Second Amendment shall be null and void for all purposes if it is not approved by the stockholders of the Company at the 2011 Meeting.

IN WITNESS WHEREOF, the Company has caused this Second Amendment to be executed March 30, 2011.

RANGE RESOURCES CORPORATION

By: /s/ Roger Manny

Name: Roger Manny

Title: Executive Vice President
& Chief Financial Officer