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RANGE RESOURCES CORP

Form S-8

June 19, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 19, 2002

Registration No. 333-_____

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.)

777 MAIN STREET, SUITE 800
FORT WORTH, TEXAS 76102
(Address of principal executive offices, including zip code)

AMENDED AND RESTATED 1999 STOCK OPTION PLAN
(Full title of the plan)

JOHN H. PINKERTON
PRESIDENT
RANGE RESOURCES CORPORATION
777 MAIN STREET, SUITE 800
FORT WORTH, TEXAS 76102
(817) 870-2601
(Name, address and telephone number of agent for service)

copy to:

MICHAEL D. WORTLEY
VINSON & ELKINS L.L.P.
2001 ROSS AVENUE, SUITE 3700
DALLAS, TEXAS 75201
(214) 220-7700

CALCULATION OF REGISTRATION FEE

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Title of securities	Amount to be	Proposed Maximum offering	Proposed maximum aggregate
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to be registered	registered	price per share (1)	offering price (1)
Common Stock, \$0.01 par value per share.....	2,600,000 shares	\$5.23	\$13,598,000

(1) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(c) under the Securities Act of 1933. The price for the 2,600,000 shares issuable under the Company's Amended and Restated 1999 Stock Option Plan was based on a price of \$5.23, the average of the high and low prices in the consolidated reporting system on June 17, 2002.

This Registration Statement is being filed, in accordance with General Instruction E to Form S-8, to register additional shares of Common Stock for sale under the Amended and Restated 1999 Stock Option Plan. The contents of the registrant's Form S-8 Registration Statements (Nos. 333-63764, and 333-40534) relating to the same employee benefit plan are incorporated by reference to this Registration Statement.

EXPERTS

The financial statements incorporated by reference in this prospectus and elsewhere in the registration statement have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are incorporated by reference herein in reliance upon the authority of said firm as experts in accounting and auditing in giving said report. Arthur Andersen LLP has not consented to the inclusion of their report in this prospectus, and we have not obtained their consent to do so in reliance upon Rule 437a of the Securities Act of 1933. Because Arthur Andersen LLP has not consented to the inclusion of their report in this prospectus, you will not be able to recover against Arthur Andersen LLP under Section 11(a) of the Securities Act for any untrue statements of a material fact contained in the financial statements audited by Arthur Andersen LLP or any omissions to state a material fact required to be stated therein.

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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:

- 4.1 Amended and Restated 1999 Stock Option Plan
- 5.1 Opinion of Vinson & Elkins L.L.P.
- 23.2 Consent of Vinson & Elkins L.L.P. (included in the opinion filed as Exhibit 5.1 hereto)

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24.1 Powers of Attorney (included in the signature pages hereto)

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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 the 19th day of June, 2002.

RANGE RESOURCES CORPORATION

By: /s/ Eddie M. LeBlanc III

Eddie M. LeBlanc III
Chief Financial 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 dates indicated. Each person whose signature appears below authorizes and appoints each of John H. Pinkerton and Eddie M. LeBlanc III, 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.

Signature -----	Capacity -----	
/s/ Robert E. Aikman ----- Robert E. Aikman	Director	June
/s/ Anthony V. Dub ----- Anthony V. Dub	Director	June
/s/ V. Richard Eales ----- V. Richard Eales	Director	June

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----- /s/ Thomas J. Edelman ----- Thomas J. Edelman	Chairman and Director	June
----- /s/ Allen Finkelson ----- Allen Finkelson	Director	June
----- /s/ Eddie M. LeBlanc III ----- Eddie M. LeBlanc III	Chief Financial Officer (Principal Financial and Accounting Officer)	June
----- /s/ Jonathan S. Linker ----- Jonathan S. Linker	Director	June
----- /s/ Alexander P. Lynch ----- Alexander P. Lynch	Director	June
----- /s/ John H. Pinkerton ----- John H. Pinkerton	President, Chief Executive Officer and Director (Principal Executive Officer)	June

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EXHIBIT INDEX

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