

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RANGE RESOURCES CORPORATION

(exact name of registrant as specified in its charter)

DELAWARE
(state or jurisdiction of incorporation or organization)

34-1312571
(I.R.S. employer identification no.)

1311
(Primary Standard Industrial
Classification Code Number)

**777 Main Street, Suite 800
Fort Worth, Texas 76102
(817) 870-2601**
(Address, including zip code,
and telephone number, including area code,
of Registrant's principal executive offices)

John H. Pinkerton
**777 Main Street, Suite 800
Fort Worth, Texas 76102
(817) 870-2601**
(Name, address, including zip code,
and telephone number, including
area code, of agent for service)

Copy to:
**Barry D. Burgdorf
Vinson & Elkins L.L.P.
2801 Via Fortuna, Suite 100
Austin, Texas 78746
(512) 542-8533**

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Filing No. 333-76837

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registrations statement for the same offering. _____

If delivery of this prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Stock, par value \$0.01 per share	\$24,906,723	\$24,906,723	\$3,156

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o).

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement relates to the registrant's prior registration statement (Registration No. 333-76837) and is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, with respect to the proposed offering of up to \$24,906,723 of securities.

The registrant incorporates by reference into this Registration Statement the contents, including exhibits, of the prior Registration Statement on Form S-3/A (File No. 333-76837), which was filed with the Securities Exchange Commission on September 24, 1999.

Item 16. Exhibits

Exhibit Number	Description of Exhibit
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Ernst & Young LLP (Fort Worth)
23.2	Consent of Ernst & Young LLP (Pittsburgh)
23.3	Consent of KPMG LLP
23.4	Consent of Degolyer and MacNaughton
23.5	Consent of H.J. Gruy and Associates, Inc.
23.6	Consent of Wright and Company
23.7	Consent of Vinson & Elkins LLP (set forth in their opinion filed as Exhibit 5.1)
24.1	Power of Attorney (set forth on the signature page of the prior Registration Statement No. 333-76837, filed April 22, 1999)

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Fort Worth, Texas on the 9th day of June 2004.

RANGE RESOURCES CORPORATION

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

Pursuant to the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John H. Pinkerton</u>	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 9, 2004
<u>John H. Pinkerton</u> <u>/s/ Roger S. Manny</u>	Chief Financial and Accounting Officer <i>(Principal Financial Officer and</i> <i>Principal Accounting Officer)</i>	June 9, 2004
<u>Roger S. Manny</u> <u>/s/ Robert E. Aikman*</u>	Director	June 9, 2004
<u>Robert E. Aikman</u> <u>/s/ Anthony V. Dub*</u>	Director	June 9, 2004
<u>Anthony V. Dub</u> <u>/s/ Allen Finkelson*</u>	Director	June 9, 2004
<u>Allen Finkelson</u> <u>/s/ Jonathan S. Linker*</u>	Director	June 9, 2004
<u>Jonathan S. Linker</u>		

*By: /s/ John H. Pinkerton
John H. Pinkerton
Attorney-in-fact

June 9, 2004

Range Resources Corporation
777 Main Street, Suite 8000
Fort Worth, Texas 76102

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-3 (the "Registration Statement") to be filed by Range Resources Corporation, a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") pursuant to Rule 462(b) of the Commission, in connection with the registration pursuant to the Securities Act of 1933, as amended (the "**Securities Act**") of the common stock, par value \$0.01 per share, of the Company (the "**Common Stock**"). This Registration Statement incorporates by reference the Company's Registration Statement on Form S-3/A (No. 333-76837) filed with the Commission on September 24, 1999.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company, each as amended to the date hereof and such other certificates, instruments and documents as we considered appropriate for purposes of the opinions hereafter expressed. In addition, we reviewed such questions of law as we considered appropriate.

In connection with this opinion letter, we have assumed that (i) the Registration Statement, and any amendment thereto (including post-effective amendments), will have become effective under the Securities Act, (ii) all Common Stock to be offered and sold by the Company pursuant to the Registration Statement will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and any applicable prospectus supplement, (iii) at the time of any offering or sale of any shares of Common Stock to be offered and sold by the Company pursuant to the Registration Statement, the Company will have such number of shares of Common Stock, as set forth in such offering or sale, authorized, established (if applicable) and available for issuance, and (iv) a definitive purchase, underwriting or similar agreement (the "**Underwriting Agreement**") with respect to any shares of Common Stock to be offered and sold by the Company pursuant to the Registration Statement will have been duly authorized and validly executed and delivered by the Company and the other parties thereto.

Based upon such examination and review and the foregoing assumptions, we are of the opinion that when (a) the Board of Directors of the Company (or a duly authorized committee thereof) has taken all necessary corporate action to approve the issuance and sale of any shares of Common Stock to be offered and sold by the Company pursuant to the Registration Statement

and (b) such shares of Common Stock have been issued and sold by the Company as contemplated in the Registration Statement in accordance with the Underwriting Agreement and paid for by the underwriters thereunder in accordance therewith, all such shares of Common Stock will be duly authorized, validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the United States of America and to the Delaware General Corporation Law as in effect on the date hereof and we undertake no duty to update or supplement the foregoing opinion to reflect any facts or circumstances that may hereafter come to our attention or to reflect any changes in any law that may hereafter occur or become effective.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name in the any prospectus forming a part of the Registration Statement under the caption "Legal Matters." 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.

/s/ Vinson & Elkins L.L.P.

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
Range Resources Corporation:

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Range Resources Corporation and in the related Prospectus of our report dated February 26, 2004 with respect to the consolidated financial statements of Range Resources Corporation and subsidiaries included in the Annual Report on Form 10-K/A of Range Resources Corporation for the year ended December 31, 2003. We further consent to the use of our name in the "Experts" section of the related Prospectus.

/s/ Ernst & Young LLP

Fort Worth, Texas
June 7, 2004

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
Range Resources Corporation:

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Range Resources Corporation and in the related Prospectus of our report dated January 31, 2003, included in the Annual Report (Form 10-K/A) of Range Resources Corporation for the year ended December 31, 2003 with respect to the consolidated financial statements of Great Lakes Energy Partners, L.L.C. as of and for the year ended December 31, 2002. We also consent to the inclusion in a Prospectus Supplement to the Registration Statement on Form S-3/A (Registration No. 333-76837) and this Registration Statement of our report dated February 11, 2004 with respect to the consolidated financial statements of Great Lakes Energy Partners, L.L.C. as of December 31, 2003 and 2002 and for the two years then ended. We further consent to the use of our name in the "Experts" section of such Prospectus Supplement.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania
June 7, 2004

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Range Resources Corporation:

We consent to the incorporation by reference in this registration statement on Form S-3 of Range Resources Corporation and the related prospectus, and the registration statement on Form S-3/A (No. 333-76837) and the related prospectus, of our report relating to the consolidated balance sheet of Range Resources Corporation and subsidiaries as of December 31, 2002, and the related consolidated statements of operations, stockholders' equity, comprehensive income (loss) and cash flows for each of the years in the two-year period ended December 31, 2002, which report appears in the December 31, 2003 annual report on Form 10-K/A of Range Resources Corporation, and to the reference to our firm under the heading "Experts" in the related prospectus. Our report refers to a change in the Company's method of accounting for derivative financial instruments and hedging activities in 2001.

/s/ KPMG LLP

Dallas, Texas
June 9, 2004

**DEGOLYER AND MACNAUGHTON
4925 GREENVILLE AVENUE, SUITE 400
ONE ENERGY SQUARE
DALLAS, TEXAS 75206**

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

We hereby consent to the incorporation by reference in this Form S-8 of Range Resources Corporation, the Registration Statement on Form S-3/A (No-333-76837), and in the related Prospectuses (collectively, the "Registration Statements") of the Range Resources Corporation Annual Report on Form 10-K/A for the year ended December 31, 2003 which uses the name DeGolyer and MacNaughton, and refers to DeGolyer and MacNaughton, and incorporates information from our "Appraisal Report as of December 31, 2003 of Certain Interests owned by Range Resources Corporation" under the heading "Item 2. Properties — Proved Reserves," 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. We further consent to the use of our name in the "Experts" section of the Registration Statements.

/s/ DeGolyer & MacNaughton
DeGOLYER and MacNAUGHTON

Dallas, Texas

June 7, 2004

H.J. GRUY AND ASSOCIATES, INC

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

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 16, 2004, prepared for Range Resources Corporation in the Registration Statement on Form S-3 of Range Resources Corporation for the filing dated on or about June 9, 2004, and the incorporation by reference in the Registration Statement on Form S-3/A (No. 333-76837), and the related Prospectuses (collectively, the "Registration Statements") and the Range Resources Corporation Annual Report on Form 10-K/A for the year ended December 31, 2003, and in the "Experts" section of the Registration Statements.

H.J. GRUY AND ASSOCIATES, INC.

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

June 8, 2004
Houston, Texas

CONSENT OF INDEPENDENT PETROLEUM CONSULTANTS

We hereby consent to the incorporation by reference in this Form S-3 of Range Resources Corporation, the Registration Statement on Form S-3/A (No. 333-76837), and in the related Prospectuses (collectively, the "Registration Statements") of the Range Resources Corporation Annual Report on Form 10-K/A for the year ended December 31, 2003 which uses the name Wright & Company, Inc., and refers to Wright & Company, Inc., and includes information from our report prepared for Range Resources Corporation. We further consent to the use of our name in the "Experts" section of the Registration Statements.

Wright & Company, Inc.

/s/ D. RANDALL WRIGHT

By: D. Randall Wright
President

Brentwood, Tennessee
June 7, 2004