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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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):

August 23, 2004

**RANGE RESOURCES CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**0-9592**

(Commission  
File Number)

**34-1312571**

(IRS Employer  
Identification No.)

**777 Main Street, Suite 800  
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

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**ITEM 7.01 Regulation FD Disclosure.**

On August 23, 2004, Range Resources Corporation issued a press release announcing that it is offering to exchange \$100 million of its 7-3/8% senior subordinated notes due 2013, which were privately placed on June 25, 2004, for a like principal amount of 7-3/8% senior subordinated notes due 2013. A copy of this press release is being furnished as an exhibit to this report on Form 8-K.

**ITEM 9.01 Financial Statements and Exhibits**

(c) Exhibits:

99.1 Press Release dated August 23, 2004

**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/ROGER S. MANNY

Roger S. Manny  
*Chief Financial Officer*

Date: August 23, 2004

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated August 23, 2004

## NEWS RELEASE

**RANGE ANNOUNCES EXCHANGE FOR PREVIOUSLY ISSUED NOTES**

**FORT WORTH, TEXAS, AUGUST 23, 2004 – RANGE RESOURCES CORPORATION (NYSE: RRC)** announced today that it is offering to exchange \$100 million of its 7-3/8% Senior Subordinated Notes due 2013, which were privately placed on June 25, 2004, for a like principal amount of 7-3/8% Senior Subordinated Notes due 2013 that have been registered under the Securities Act of 1933.

The terms of the new registered notes are essentially identical to the original \$100 million of notes. The offering will expire at 5:00 p.m. Eastern Standard Time on September 24, 2004, unless otherwise extended by the Company. JP Morgan Trust Company, N.A. will serve as exchange agent for the exchange offer. The offering is not conditioned upon any minimum principal amount of notes being tendered for exchange. The exchange offer will be made by means of a prospectus.

*This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the senior subordinated notes or any other security of the Company. The senior subordinated notes have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws, and were only offered only to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A. Unless so registered, the senior subordinated notes issued may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended, and applicable state securities laws.*

**RANGE RESOURCES CORPORATION (NYSE: RRC)** is an independent oil and gas company operating in the Appalachian, Permian, Midcontinent and Gulf Coast regions of the United States.

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