

Range Resources - Louisiana, Inc.
 Form 4
 September 19, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Smith Gary Lee

2. Issuer Name and Ticker or Trading Symbol
 Range Resources - Louisiana, Inc.
 [MRD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5907 LAGUNA FALLS CT.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/16/2016

____ Director
 ____ Officer (give title below) Other (specify below)
 Member 13(d) group owning >10%

HOUSTON, TX 77041

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/16/2016 | | D | | 1,084,971 (1) | D | (2) (3) 0 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Smith Gary Lee 5907 LAGUNA FALLS CT. HOUSTON, TX 77041 | | | | Member 13(d) group owning >10% |

Signatures

/s/ Gary Lee
Smith
09/19/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- 534,971 of the shares are subject to a prepaid variable forward contract, entered into on February 23, 2016, with an unaffiliated third party buyer pursuant to a master agreement dated March 19, 2015. As previously reported, the contract obligates the reporting person to deliver to the buyer up to 267,485 Common Shares and 267,486 Common Shares or an equivalent amount of cash (if elected by him) on the
- (1) maturity dates of the contract (February 15, 2018 and February 16, 2018, respectively, or such earlier dates as the parties determine). In exchange for assuming this obligation, the reporting person received a total cash payment of \$4,590,076.70 as of the date of entering into the contract. The reporting person pledged 534,971 shares of Common Stock ("Pledged Shares") to secure his obligations under the master agreement, and retained dividend and voting rights in the Pledged Shares during the period of the pledge.
 - (2) On September 16, 2016, pursuant to the Agreement and Plan of Merger dated as of May 15, 2016 (the "Merger Agreement"), by and among Memorial Resource Development Corp. (the "Company"), Range Resources Corporation ("Range") and Medina Merger Sub, Inc. ("Merger Sub"), Merger Sub merged with and into the Company (the "Merger"), with the Company surviving the Merger and continuing as a wholly-owned subsidiary of Range.
 - (3) Pursuant to the Merger Agreement, each share of Company common stock issued and outstanding immediately prior to the effective time of the Merger owned by the Reporting Person was converted at such time into the right to receive 0.375 of a share of Range common stock, or in the case of fractional shares of Range common stock, cash (without interest) in an amount equal to the product of (i) such fractional part of a share of Range common stock multiplied by (ii) the volume weighted average price of Range common stock for the five consecutive trading days immediately prior to the closing date of the Merger as reported by Bloomberg, L.P. The closing price per share of Range common stock on the day prior to the effective date of the merger was \$39.37.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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