



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

March 2, 2011

Via U.S. Mail and Facsimile

Daniel Churay, President and CEO
Rex Energy Corporation
476 Rolling Ridge Drive, Suite 300
State College, PA 16801
Facsimile: (814) 278-7286

**Re: Rex Energy Corporation
Annual Report on Form 10-K for Fiscal Year Ended December 31, 2009
Filed March 3, 2010
Definitive Proxy Statement on Form 14A
Filed April 30, 2010
File No. 001-33610**

Dear Mr. Churay:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

H. Roger Schwall
Assistant Director

CC: Charles L. Strauss
Fulbright & Jaworski LLP
Fax: (713) 651-5246