

RPC INC

Form 4

December 22, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROLLINS R RANDALL

(Last) (First) (Middle)

2170 PIEDMONT ROAD, N.E.

(Street)

ATLANTA, GA 30324

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RPC INC [RES]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock \$.10 Par Value	12/12/2005		J ⁽¹⁾	V 326,853	A <u>(1)</u> 980,559	D	
Common Stock \$.10 Par Value	12/12/2005		J ⁽¹⁾	V 60,720	A <u>(1)</u> 182,160	I ⁽²⁾	Co-Trustee of Trust
Common Stock \$.10 Par Value	12/12/2005		J ⁽¹⁾	V 12,786,219	A <u>(1)</u> 38,358,657	I ⁽²⁾	Held indirectly through RFPS Management Co. II, L.P.

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Common Stock \$.10 Par Value	12/12/2005	J ⁽¹⁾	V	21,910	A	<u>(1)</u>	65,731	I ⁽²⁾	By Spouse
Common Stock \$.10 Par Value	12/12/2005	J ⁽¹⁾	V	1,620	A	<u>(1)</u>	4,860	I ⁽²⁾	Cust./Guardian Trustee of Trust

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

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(9-02)

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

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 An Underlying Se (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable Expiration Date	Title
Incentive Stock Options	\$ 4.64 ⁽³⁾	01/28/2003 ⁽¹⁾		J ⁽¹⁾	V	39,513		01/28/2004 ⁽⁴⁾ 01/28/2013	Common Stock
Non-Qualified Stock Options	\$ 4.22 ⁽³⁾	01/28/2003 ⁽¹⁾		J ⁽¹⁾	V	35,486		01/28/2004 ⁽⁴⁾ 01/28/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROLLINS R RANDALL 2170 PIEDMONT ROAD, N.E. ATLANTA, GA 30324	X	X	Chairman of the Board	

Signatures

/s/ R. Randall Rollins by Glenn P. Grove, as
Attorney-in-Fact 12/20/2005

 **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).

- (1) This report is being filed voluntarily, solely to report the acquisition of stock pursuant to the three-for-two stock split payable December 12, 2005, and the adjustment of options in connection therewith.
- (2) The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares of common stock.
- (3) Exercise prices have been adjusted to reflect stock split.
- (4) Stock options vest in 20% increments beginning on first anniversary of grant date.

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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