

RPC INC

Form 4

December 23, 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 *
GRAHAM LINDA H

(Last) (First) (Middle)

P.O. BOX 647

(Street)

ATLANTA, GA 30301

(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)

Vice President and Secretary

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 Ownership (Instr. 4)
Common Stock \$.10 Par Value	12/12/2005		J ⁽¹⁾	V 62,928 A	188,784	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Incentive Stock Options	\$ 2.94 ⁽²⁾	01/28/1997 ⁽¹⁾		J ⁽¹⁾	V	1,135	01/28/1998 ⁽³⁾ 01/28/2007	Common Stock 1,135
Incentive Stock Options	\$ 4.99 ⁽²⁾	01/27/1998 ⁽¹⁾		J ⁽¹⁾	V	2,270	01/27/1999 ⁽³⁾ 01/27/2008	Common Stock 2,270
Incentive Stock Options	\$ 2.69 ⁽²⁾	01/26/1999 ⁽¹⁾		J ⁽¹⁾	V	2,837	01/26/2000 ⁽³⁾ 01/26/2009	Common Stock 2,837
Incentive Stock Options	\$ 5.82 ⁽²⁾	04/24/2001 ⁽¹⁾		J ⁽¹⁾	V	3,750	04/24/2002 ⁽³⁾ 04/24/2011	Common Stock 3,750
Incentive Stock Options	\$ 4.22 ⁽²⁾	01/28/2003 ⁽¹⁾		J ⁽¹⁾	V	7,500	01/28/2004 ⁽³⁾ 01/28/2013	Common Stock 7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAHAM LINDA H P.O. BOX 647 ATLANTA, GA 30301	X		Vice President and Secretary	

Signatures

/s/ Linda H. Graham 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)

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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) Exercise prices have been adjusted to reflect the stock split.

(3) 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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