

ROLLINS R RANDALL

Form 4

January 24, 2018

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)
11/30/20174. 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	11/30/2017		G	17,151 D	\$ 1,060,877	D	
Common Stock, \$.10 Par Value	01/22/2018		F	5,174 D	\$ 1,055,703	D	
Common Stock, \$.10 Par Value	01/23/2018		A	45,000 A	\$ 1,100,703	D	

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Common Stock, \$.10 Par Value	11/30/2017	G	1,163	A	<u>(1)</u>	258,269 <u>(3)</u>	I	By Spouse
Common Stock, \$.10 Par Value	11/30/2017	G	15,988	A	<u>(1)</u>	727,050 <u>(3)</u>	I	Held indirectly on account of role in corporate fiduciary
Common Stock, \$.10 Par Value	12/31/2017	S	727,050	D	<u>(4)</u>	0 <u>(3)</u>	I	Held indirectly on account of role in corporate fiduciary
Common Stock, \$.10 Par Value						129,876,265 <u>(3)</u>	I	Held indirectly through RFPS Management Co. II, LP
Common Stock, \$.10 Par Value						1,228,400 <u>(3)</u>	I	Held indirectly thorough RFPS Investments II, LP
Common Stock, \$.10 Par Value						11,292,525 <u>(3)</u>	I	Held indirectly through RFT Investment Company LLC

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROLLINS R RANDALL
2170 PIEDMONT ROAD, N.E. X X Chairman of the Board
ATLANTA, GA 30324

Signatures

/s/ Glenn P. Grove, Jr. as Attorney-in-Fact for R. Randall
Rollins

01/24/2018

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) The reporting person gifted the following shares for no consideration: 15,988 to his descendants and 1,163 to his spouse.

(2) Represents 45,000 shares of restricted stock that vest annually in 20 percent increments beginning in 2020.

The reporting person disclaims for the purpose of Section 16 of the Securities and Exchange Act of 1934 the beneficial ownership of such securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission of such beneficial ownership.

The reporting person formerly held an indirect interest in the trustee of the general partner (the "Partner") of the limited partnership that owns 727,050 securities of the issuer together with a portfolio of other significant assets. On December 31, 2017, the Partner sold all of its partnership interests in such partnership for an estimated aggregate purchase price of \$102,700.

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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