**RPC INC** Form 4 January 26, 2006

### FORM 4

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box

#### 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ROLLINS R RANDALL** Issuer Symbol RPC INC [RES] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ 10% Owner \_X\_\_ Director X\_ Officer (give title \_ Other (specify 2170 PIEDMONT ROAD, N.E. 01/24/2006 below) Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30324 Person (City) (State) (Zin)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Dispo						sed 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. Transactio Code (Instr. 8)	` '		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock \$.10 Par Value	01/24/2006		A	20,000 (1)	A	\$ 0	987,719	D		
Common Stock \$.10 Par Value							182,160	I (2)	Co-Trustee of Trust	
Common Stock \$.10 Par Value							38,358,657	I (2)	Held indirectly through RFPS Management Co. II, L.P.	

**OMB APPROVAL** 

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January 31,

2005

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Common Stock \$.10 Par Value	66,587	I (2)	By Spouse
Common Stock \$.10 Par Value	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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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 Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of Shares		

# **Reporting Owners**

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

## **Signatures**

Rollins	01/26/2006
**Signature of Reporting Person	Date

Reporting Owners 2

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# **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) Includes 20,000 shares of restricted stock that vest in 20 percent increments annually beginning in 2008.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.