

RPC INC
Form 4
January 24, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)
12/10/2012

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, \$.10 Par Value	12/10/2012		J ⁽¹⁾	V	16,402	D	1	Custodian/Guardian Trustee of Trust
Common Stock, \$.10 Par Value	12/13/2012		G	V	674,346	D	2	
Common Stock, \$.10 Par Value	12/28/2012		G	V	25,644	D	3	

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Common Stock, \$.10 Par Value	12/31/2012	G V	545,417	D	(4)	1,332,388	D	
Common Stock, \$.10 Par Value	01/22/2013	A	75,000	A	(5)	1,407,388	D	
Common Stock, \$.10 Par Value	01/22/2013	F	2,976	D	\$ 13.68	1,404,412	D	
Common Stock, \$.10 Par Value	01/23/2013	F	3,270	D	\$ 14.26	1,401,142	D	
Common Stock, \$.10 Par Value	12/28/2012	G V	2,137	A	(3)	249,920 (7)	I	By Spouse
Common Stock, \$.10 Par Value	12/31/2012	G V	820,797	A	(4) (6)	2,617,616 (7)	I	Co-Trustee of Trust
Common Stock, \$.10 Par Value						11,292,525 (7)	I	Held indirectly through RFT Investment Company LLC
Common Stock, \$.10 Par Value						129,460,465 (7)	I	Held indirectly through RFPS Management Co. II, LP

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

Repor
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. ATLANTA, GA 30324	X	X	Chairman of the Board	

Signatures

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

01/24/2013

__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 shares in the trust were distributed as part of a settlement for no consideration.
- (2) 674,346 shares were gifted by the reporting person to a newly created family trust for no consideration.
- (3) The reporting person gifted the following shares for no consideration: 23,507 to a family partnership and 2,137 to his spouse.
- (4) 545,417 shares were gifted by the reporting person to a foundation of which the reporting person is a co-trustee for no consideration.
- (5) Represents 75,000 shares of restricted stock that vest annually in 20 percent increments beginning in 2015.
- (6) 275,380 shares were gifted to a foundation of which the reporting person is a co-trustee for no consideration.

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.

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.