

RPC INC
Form 4
January 26, 2015

FORM 4

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

OMB APPROVAL

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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)
01/22/2015

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (D) Price | | |
| Common Stock, \$.10 Par Value | 12/30/2014 | | G | V | 26,754 D \$ 0 ⁽¹⁾ | 1,002,815 | D |
| Common Stock, \$.10 Par Value | 12/31/2014 | | G | V | 624 D \$ 0 ⁽¹⁾ | 1,002,191 | D |
| Common Stock, \$.10 Par Value | 01/22/2015 | | F | | 5,166 D \$ 12.33 | 997,025 | D |

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| | | | | | | | | | |
|-------------------------------|------------|---|---|--------|---|---------------------|----------------------------|---|---|
| Common Stock, \$.10 Par Value | 01/23/2015 | F | | 10,005 | D | \$ 11.83 | 987,020 | D | |
| Common Stock, \$.10 Par Value | 12/30/2014 | G | V | 24,696 | A | \$ 0 ⁽¹⁾ | 701,174 ⁽²⁾ | I | Held indirectly on account of role in corporate fiduciary |
| Common Stock, \$.10 Par Value | 12/31/2014 | G | V | 576 | A | \$ 0 ⁽¹⁾ | 701,750 ⁽²⁾ | I | Held indirectly on account of role in corporate fiduciary |
| Common Stock, \$.10 Par Value | 12/30/2014 | G | V | 2,058 | A | \$ 0 ⁽¹⁾ | 253,529 ⁽²⁾ | I | By Spouse |
| Common Stock, \$.10 Par Value | 12/31/2014 | G | V | 48 | A | \$ 0 ⁽¹⁾ | 253,577 ⁽²⁾ | I | By Spouse |
| Common Stock, \$.10 Par Value | | | | | | | 129,876,265 ⁽²⁾ | I | Held indirectly through RFPS Management Co. II, LP |
| Common Stock, \$.10 Par Value | | | | | | | 1,228,400 ⁽²⁾ | I | Held indirectly through RFPS Investments II, LP |
| Common Stock, \$.10 Par Value | | | | | | | 3,377,514 ⁽²⁾ | I | Co-Trustee of Trust |
| Common Stock, \$.10 Par Value | | | | | | | 11,292,525 ⁽²⁾ | I | Held indirectly through RFT Investment Company LLC |

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 Grove as Attorney-in-Fact for R. Randall Rollins
 **Signature of Reporting Person
 01/26/2015
 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: 25,272 to his descendants and 2,106 to his spouse.
- 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.