

RPC INC
Form 4/A
February 01, 2016

FORM 4

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

OMB APPROVAL

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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 GARY W

(Last) (First) (Middle)

RPC, INC., 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)
07/14/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
12/09/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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	07/14/2014		G	V	676,478	D	\$ 0
							0
							I
							Trustee of Trust
Common Stock, \$.10 Par Value	07/14/2014		G	V	676,478	A	\$ 0
							676,478 ⁽¹⁾ <u>(2)</u>
							I
							Held indirectly on account of role in corporate fiduciary
Common Stock,	12/05/2014		P		95,703	A	\$ 12.6298
							95,703 ⁽²⁾
							I
							Held indirectly

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\$.10 Par Value					<u>(3)</u>				through RFPS Investments II, L.P.
Common Stock, \$.10 Par Value	12/08/2014	P	354,297	A	\$ 11.9988 <u>(4)</u>	450,000 <u>(2)</u>	I		Held indirectly through RFPS Investments II, L.P.
Common Stock, \$.10 Par Value	12/09/2014	P	215,400	A	\$ 12.3612 <u>(5)</u>	665,400 <u>(2)</u>	I		Held indirectly through RFPS Investments II, LP
Common Stock, \$.10 Par Value						2,970 <u>(6)</u>	I		By Spouse
Common Stock, \$.10 Par Value						4,465,395	D		
Common Stock, \$.10 Par Value						129,460,465 <u>(2)</u>	I		Held indirectly through RFPS Management Co. II, LP
Common Stock, \$.10 Par Value						3,377,514 <u>(2)</u>	I		Co-Trustee of Trust
Common Stock, \$.10 Par Value						11,292,595 <u>(2)</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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(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 Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROLLINS GARY W RPC, INC. 2170 PIEDMONT ROAD, N.E. ATLANTA, GA 30324	X	X		

Signatures

/s/ Glenn P. Grove, Jr. as Attorney In Fact for Gary W. Rollins 02/01/2016

**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) A corporate fiduciary replaced the reporting person as the trustee of the trust. The reporting person maintains a role in the corporate fiduciary that became the trustee of the trust.
- (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.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.51 to \$12.68 inclusive. The reporting person undertakes to provide to RPC, Inc., any security holder of RPC, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.66 to \$12.40 inclusive. The reporting person undertakes to provide to RPC, Inc., any security holder of RPC, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.825 to \$12.59 inclusive. The reporting person undertakes to provide to RPC, Inc., any security holder of RPC, Inc., or the staff of the

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Gary W. Rollins discloses for reportable purposes shares of RPC, Inc. owned by his spouse prior to their date of marriage May 17, 2014.

- (6) The shares owned by Gary W. Rollins' spouse were inadvertently omitted from the original filing on December 9, 2014. 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.