

RPC INC  
Form 4  
December 14, 2016

**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)  
02/24/2016

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   | 02/24/2016                           |  | G                              | V   | 11,948  | D  | (1)   | 692,810 (2) | I | Held indirectly on account of role in corporate fiduciary |
| Common Stock, \$.10 Par Value   | 11/30/2016                           |  | G                              | V   | 18,840  | D  | (3)   | 1,057,828   | D |   |
| Common Stock, \$                | 11/30/2016                           |  | G                              | V   | 1,368   | A  | (3)   | 257,045 (2) | I | By Spouse   |

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|                               |            |   |   |         |   |            |                 |   |   |
|-------------------------------|------------|---|---|---------|---|------------|-----------------|---|---|
| .10 Par Value                 |            |   |   |         |   |            |                 |   |   |
| Common Stock, \$.10 Par Value | 11/30/2016 | G | V | 17,472  | A | (3)        | 710,282 (2)     | I | Held indirectly on account of role in corporate fiduciary |
| Common Stock, \$.10 Par Value | 12/02/2016 | G | V | 841     | D | (3)        | 1,056,987       | D |   |
| Common Stock, \$.10 Par Value | 12/02/2016 | G | V | 61      | A | (3)        | 257,106 (2)     | I | By Spouse   |
| Common Stock, \$.10 Par Value | 12/02/2016 | G | V | 780     | A | (3)        | 711,062 (2)     | I | Held indirectly on account of role in corporate fiduciary |
| Common Stock, \$.10 Par Value | 12/08/2016 | G | V | 199,100 | A | (3)        | 3,576,614 (2)   | I | Co-Trustee of Trust                                       |
| Common Stock, \$.10 Par Value | 12/12/2016 | S |   | 71,000  | D | \$ 21.1419 | 3,505,614 (2)   | I | Co-Trustee of Trust                                       |
| 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 |            |   |   |         |   |            | 11,292,525 (2)  | I | Held indirectly through RFT Investment                    |

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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>2170 PIEDMONT ROAD, N.E.<br>ATLANTA, GA 30324 | X             | X         | Chairman of the Board |       |

## Signatures

/s/ Robert Fugate as Attorney-in-Fact for R. Randall Rollins  
 \*\*Signature of Reporting Person  
 12/14/2016  
 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) Distribution for no consideration from partnership which is controlled by reporting person on account of his role in corporate fiduciary.
- The reporting person disclaims for the purpose of Section 16 of the Securities and Exchange Act of 1934 the beneficial ownership of such
- (2) securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission of such beneficial ownership.

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(3) This transaction reports a gift and not a sale.

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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