

RPC INC
Form 4
December 12, 2014

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 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)
12/10/2014

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 | 12/10/2014 | | P | | 369,600 | A | \$ 12.1257 <u>(1)</u> | 1,035,000 <u>(2)</u> | I | Held indirectly through RFPS Investments II, LP |
| Common Stock, \$.10 Par Value | 12/11/2014 | | P | | 193,400 | A | \$ 12.1969 <u>(3)</u> | 1,228,400 <u>(2)</u> | I | Held indirectly through RFPS Investments II, LP |

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| | | | | |
|---|--|-------------------------------|---|--|
| Common Stock, \$.10 Par Value | | 1,029,569 | D | |
| Common Stock, \$10 Par Value | | 676,478 ⁽²⁾ | I | Held indirectly on account of role in corporate fiduciary |
| Common Stock, \$.10 Par Value | | 129,460,465 ⁽²⁾ | I | Held indirectly through RFPS Management Co. II, LP |
| Common Stock, \$.10 Par Value | | 251,471 ⁽²⁾ | I | By Spouse |
| 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 |

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) | 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|---|--|---|---|--------------------------------------|---|--|---|---|--|

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(Instr. 3,
4, and 5)

| Code | V | (A) | (D) | Date | Expiration | Title | Amount or Number of Shares |
|------|---|-----|-----|-------------|------------|-------|--|
| | | | | Exercisable | Date | | |

Reporting Owners

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

Signatures

/s/ C. Wilson House, III as Attorney-in-Fact for R. Randall
Rollins 12/11/2014

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.84 to \$12.52, 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.

(2) 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.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.9785 to \$12.38 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.

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.