

ROLLINS R RANDALL

Form 4

January 24, 2018

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)
11/30/2017

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.10 Par Value	11/30/2017		G		17,151	D	1,060,877
Common Stock, \$.10 Par Value	01/22/2018		F		5,174	D	\$ 25.41 1,055,703
Common Stock, \$.10 Par Value	01/23/2018		A		45,000	A	1,100,703

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Common Stock, \$.10 Par Value	11/30/2017	G	1,163	A	(1)	258,269 (3)	I	By Spouse
Common Stock, \$.10 Par Value	11/30/2017	G	15,988	A	(1)	727,050 (3)	I	Held indirectly on account of role in corporate fiduciary
Common Stock, \$.10 Par Value	12/31/2017	S	727,050	D	(4)	0 (3)	I	Held indirectly on account of role in corporate fiduciary
Common Stock, \$.10 Par Value						129,876,265 (3)	I	Held indirectly through RFPS Management Co. II, LP
Common Stock, \$.10 Par Value						1,228,400 (3)	I	Held indirectly through RFPS Investments II, LP
Common Stock, \$.10 Par Value						11,292,525 (3)	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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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
										Own

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 01/24/2018

**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 reporting person gifted the following shares for no consideration: 15,988 to his descendants and 1,163 to his spouse.
- (2) Represents 45,000 shares of restricted stock that vest annually in 20 percent increments beginning in 2020.
The reporting person disclaims for the purpose of Section 16 of the Securities and Exchange Act of 1934 the beneficial ownership of such
- (3) securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission of such beneficial ownership.
- (4) The reporting person formerly held an indirect interest in the trustee of the general partner (the "Partner") of the limited partnership that owns 727,050 securities of the issuer together with a portfolio of other significant assets. On December 31, 2017, the Partner sold all of its partnership interests in such partnership for an estimated aggregate purchase price of \$102,700.

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.