

RPC INC

Form 5

February 11, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2013	Â	G	387,146 D \$ ⁽¹⁾	4,465,395	D	Â
Common Stock	12/30/2013	Â	G	372,752 A \$ ⁽²⁾	2,990,368 ⁽³⁾	I	Co-Trustee of Trust
Common Stock	12/31/2013	Â	A	387,146 A \$ ⁽¹⁾	3,377,514 ⁽³⁾	I	Co-Trustee of Trust
Common Stock	12/31/2012	Â	G	11,757 D \$ ⁽⁴⁾	669,770 ⁽³⁾	I	Trustee of Trust
	12/31/2013	Â	G	11,904 D \$ ⁽⁵⁾	657,866 ⁽³⁾	I	

Common Stock									Trustee of Trust
Common Stock	12/31/2013	Â	G	18,612	A	\$ (6)	676,478 (3)	I	Trustee of Trust
Common Stock	Â	Â	Â	Â	Â	Â	129,460,465 (3)	I	Held indirectly through RFPS Management Co. II, L.P.
Common Stock	Â	Â	Â	Â	Â	Â	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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(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. of D S B O E I F (I
					(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 GARY W RPC, INC. 2170 PIEDMONT ROAD, N.E. ATLANTA, GA 30324	Â X	Â X	Â	Â

Signatures

/s/ Glenn P. Grove, Jr. as Attorney in Fact for Gary W.
Rollins

02/11/2014

__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) 387,146 shares were gifted for no consideration to a charitable foundation of which the reporting person is a co-trustee.

(2) 372,752 shares were gifted for no consideration to a charitable foundation of which the reporting person is a co-trustee.

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) 11,757 shares were distributed for no consideration by a partnership of which the reporting person indirectly controls the general partner.

(5) 11,904 shares were distributed for no consideration by a partnership of which the reporting person indirectly controls the general partner.

(6) 18,612 shares were gifted for no consideration to a partnership of which the reporting person indirectly controls the general partner.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.