Gibbons Brendan M. Form 4 March 14, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and A Gibbons Bre	Person * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			RS INC [_			(Check all applicable)				
(Last)	(First) (M	(iddle) 3. Date of	3. Date of Earliest Transaction								
	(Month/D	(Month/Day/Year)				Director		Owner			
1170 PEAC	03/12/20	03/12/2012				_X_ Officer (give title Other (specify					
STREET, SU						below) below) SVP General Counsel & Secretar					
	(Street)	4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
ATLANTA,						Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	-		d of	Securities	Form: Direct	Indirect				
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
					(A)		Reported	· · ·	`		
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)				
Common	03/12/2012		F ⁽¹⁾	530	D	\$	23.411 (2)	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration le Date	or Title Number			
						Exercisable					
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gibbons Brendan M. 1170 PEACHTREE STREET SUITE 900 ATLANTA, GA 30309

SVP General Counsel & Secretar

Signatures

/s/Brendan M. 03/14/2012 Gibbons

**Signature of Date
Reporting Person

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 transaction reported in this Form 4 reflects withholding of shares of common stock to satisfy tax withholding obligations resulting from the vesting of restricted stock.
- (2) Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.

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.

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