

RPC INC
Form SC 13D/A
December 14, 2006

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)

RPC, Inc.

(Name of Issuer)

Common Stock, \$.10 Par Value

(Title of Class of Securities)

749660 10 6

(CUSIP Number)

Robert F. Dow
171 17th Street NW
Suite 2100
Atlanta, Georgia 30363-1031
(404) 873-8706

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 11, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box " .

Check the following box if a fee is being paid with the statement " . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to

the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person R. Randall Rollins	
2	Check the Appropriate Box if a Member of a Group	(a)x (b)''
3	SEC Use Only	
4	Source of Funds 00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	''
6	Citizenship or Place of Organization United States	
7	Sole Voting Power 1,826,368***	
8	Shared Voting Power 57,990,025*	
9	Sole Dispositive Power 1,826,368***	
10	Shared Dispositive Power 57,990,025*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 59,816,393*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	x

13	Percent of Class Represented by Amount in Row (11) 61.4 percent*	
14	Type of Reporting Person IN	

*Does not include 99,880** shares of the Company held by his wife. Includes 57,537,985** shares of the Company held by RFPS Management Company II, L.P. of which RFA Management Company, LLC ("General Partner"), a Georgia limited liability company, is the general partner, and 178,800** shares held by RFT Investment Company, LLC ("RFT"). The voting interests of the General Partner are held by two revocable trusts, one of which each of Gary or Randall Rollins is the grantor and sole trustee. LOR, Inc. is the manager of the General Partner and the manager of RFT. Also includes 273,240** shares of common stock in two trusts of which he is Co-Trustee and as to which he shares voting and investment power. Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; effective October 25, 2005, paid December 12, 2005; and effective November 10, 2006, paid December 11, 2006.

** Mr. Rollins disclaims any beneficial interest in these holdings.

***Includes 7,290** shares of common stock held as Trustee, Guardian, or Custodian for his children. Also includes options to purchase 337,500 shares, which are currently exercisable or will become exercisable within 60 days of the date hereof, and 97,500 shares of restricted stock.

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1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person Gary W. Rollins	
2	Check the Appropriate Box if a Member of a Group	(a)x (b)''
3	SEC Use Only	
4	Source of Funds 00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	''
6	Citizenship or Place of Organization United States	
7	Sole Voting Power 2,431,950***	
8	Shared Voting Power 57,990,025*	
9	Sole Dispositive Power 2,431,950***	
10	Shared Dispositive Power 57,990,025*	

11	Aggregate Amount Beneficially Owned by Each Reporting Person 60,421,975*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	x
13	Percent of Class Represented by Amount in Row (11) 62.2 percent*	
14	Type of Reporting Person IN	

*Does not include 202,513** shares of the Company held by his wife. Includes 57,537,985** shares of the Company held by RFPS Management Company II, L.P. of which RFA Management Company, LLC ("General Partner"), a Georgia limited liability company, is the general partner, and 178,800** shares held by RFT Investment Company, LLC ("RFT"). The voting interests of the General Partner are held by two revocable trusts, one of which each of Gary or Randall Rollins is the grantor and sole trustee. LOR, Inc. is the manager of the General Partner and the manager of RFT. Includes 273,240** shares of common stock in two trusts of which he is Co-Trustee and as to which he shares voting and investment power. Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; effective October 25, 2005, paid December 12, 2005; and effective November 10, 2006, paid December 11, 2006.

** Mr. Rollins disclaims any beneficial interest in these holdings.

*** Includes 152,874 shares of Company Common Stock held as Trustee, Guardian or Custodian.

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person RFPS Management Company II, L.P.	
2	Check the Appropriate Box if a Member of a Group	(a)x (b)''
3	SEC Use Only	
4	Source of Funds 00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	''
6	Citizenship or Place of Organization United States	
7	Sole Voting Power 57,537,985*	
8	Shared Voting Power 0	
9	Sole Dispositive Power 57,537,985*	
10	Shared Dispositive Power 0	

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11	Aggregate Amount Beneficially Owned by Each Reporting Person 57,537,985*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 59.2 percent	
14	Type of Reporting Person PN	

*Adjusted to reflect the three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; effective October 25, 2005, paid December 12, 2005; and effective November 10, 2006, paid December 11, 2006.

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person RFA Management Company, LLC	
2	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only	
4	Source of Funds 00	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	<input type="checkbox"/>
6	Citizenship or Place of Organization United States	
7	Sole Voting Power 0	
8	Shared Voting Power 57,537,985*	
9	Sole Dispositive Power 0	
10	Shared Dispositive Power 57,537,985*	

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11	Aggregate Amount Beneficially Owned by Each Reporting Person 57,537,985*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 59.2 percent	
14	Type of Reporting Person OO	

*Includes 57,537,985 shares owned by RFPS Management Company II, L.P. (the "Partnership"). The reporting person is the general partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest. Adjusted to reflect the three-for-two stock split(s): effective February 10, 2005, paid March 10, 2005; effective October 25, 2005, paid December 12, 2005; and effective November 10, 2006, paid December 11, 2006.

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person RFPS Investments II, L.P.	
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