

ROLLINS INC
Form 4
June 16, 2005

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 *
KNOTTEK MICHAEL W

(Last) (First) (Middle)

ROLLINS, INC., 2170 PIEDMONT ROAD, N.E.

(Street)

ATLANTA, GA 30324

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROLLINS INC [ROL]

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2005

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)

Sr. Vice President and Sec.

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 or Price		
Common Stock	06/14/2005		M		32,857 A \$ 8.75	108,995	D
Common Stock	06/14/2005		M		56,632 A \$ 7.25	165,627	D
Common Stock	06/14/2005		M		29,127 A \$ 8.1111	194,754	D
Common Stock	06/14/2005		M		27,000 A \$ 8.5111	221,754	D
Common Stock	06/14/2005		M		8,976 A \$ 6.5555	230,730	D

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Common Stock 06/15/2005 S⁽¹⁾ 154,592 D \$ 17.766 76,138 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 8.75	06/14/2005		M	32,857	04/28/1999 ⁽²⁾ 04/28/2008	Common Stock 32,857
Stock Option	\$ 7.25	06/14/2005		M	56,632	01/26/2000 ⁽³⁾ 01/26/2009	Common Stock 56,632
Stock Option	\$ 8.1111	06/14/2005		M	29,127	01/23/2002 ⁽⁴⁾ 01/23/2011	Common Stock 29,127
Stock Option	\$ 8.5111	06/14/2005		M	27,000	01/22/2003 ⁽⁵⁾ 01/22/2012	Common Stock 27,000
Stock Option	\$ 6.5555	06/14/2005		M	8,976	01/25/2001 ⁽⁶⁾ 01/25/2010	Common Stock 8,976

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNOTTEK MICHAEL W ROLLINS, INC. 2170 PIEDMONT ROAD, N.E. ATLANTA, GA 30324			Sr. Vice President and Sec.	

Signatures

/s/ M.W.
Knottek

06/16/2005

__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) All sales were made pursuant to a forward sale agreement with Morgan Stanley & Co. Incorporated dated June 14, 2005, which calls for delivery of the shares on or about August 2, 2006. Until that time, reporting person will retain all voting rights and dividends.
 - (2) The awards vest over a five (5) year period (1/5 vesting each year beginning 4/28/99) from the date of the grant.
 - (3) The awards vest over a five (5) year period (1/5 vesting each year beginning 1/26/00) from the date of the grant.
 - (4) The awards vest over a five (5) year period (1/5 vesting each year beginning 1/23/02) from the date of the grant.
 - (5) The awards vest over a five (5) year period (1/5 vesting each year beginning 1/22/03) from the date of the grant.
 - (6) The awards vest over a five (5) year period (1/5 vesting each year beginning 1/25/01) from the date of the grant.

Remarks:

All share and price information as described on this Form 4 are reflective of the 3-for-2 stock split effective March 10, 2003, a

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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