**ROLLINS GARY W** 

Form 4

January 26, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

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

Check this box

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

may continue. See Instruction

obligations

1(b).

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ROLLINS GARY W** 

5. Relationship of Reporting Person(s) to

Issuer

below)

(Zip)

ROLLINS INC [ROL] 3. Date of Earliest Transaction

(Check all applicable)

(First) (Middle) (Last)

(Street)

(State)

(Month/Day/Year) 12/30/2010

Symbol

\_X\_\_ Director X\_ Officer (give title

X 10% Owner Other (specify

2170 PIEDMONT RD

6. Individual or Joint/Group Filing(Check

President and CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ATLANTA, GA 30324

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned

Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported Transaction(s)

Following

(I) (Instr. 4)

Code Amount (D) (Instr. 3 and 4)

Rollins, Inc.

(Instr. 3)

Common 12/30/2010 G V 5,859

(2)

2,156,879 (1) D \$0 D

Price

Stock \$1 Par Value

Rollins,

Inc. Common 01/25/2011

A

50,000

2,206,879 (1) D

Co-Trustee of

Stock \$1 Par Value

Rollins,

Inc.

4,059,510 (3) I

Charitable

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

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SEC 1474

(9-02)

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4.<br>Transact | 5.<br>iorNumber | 6. Date Exer<br>Expiration D |                 | 7. Titl |              | 8. Price of Derivative | 9. Nu<br>Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------------|------------------------------|-----------------|---------|--------------|------------------------|----------------|
| Security               | or Exercise   |                                      | any                           | Code           | of              | (Month/Day/                  | (Year)          | Under   | rlying       | Security               | Secui          |
| (Instr. 3)             | Price of      |                                      | (Month/Day/Year)              | (Instr. 8)     | Derivativ       | e                            |                 | Secur   | rities       | (Instr. 5)             | Bene           |
|                        | Derivative    |                                      |                               |                | Securities      | 3                            |                 | (Instr. | . 3 and 4)   |                        | Owne           |
|                        | Security      |                                      |                               |                | Acquired        |                              |                 |         |              |                        | Follo          |
|                        | -             |                                      |                               |                | (A) or          |                              |                 |         |              |                        | Repo           |
|                        |               |                                      |                               |                | Disposed        |                              |                 |         |              |                        | Trans          |
|                        |               |                                      |                               |                | of (D)          |                              |                 |         |              |                        | (Instr         |
|                        |               |                                      |                               |                | (Instr. 3,      |                              |                 |         |              |                        |                |
|                        |               |                                      |                               |                | 4, and 5)       |                              |                 |         |              |                        |                |
|                        |               |                                      |                               |                |                 |                              |                 |         | Amount       |                        |                |
|                        |               |                                      |                               |                |                 |                              |                 |         |              |                        |                |
|                        |               |                                      |                               |                |                 | Date<br>Exercisable          | Expiration Date | Title   | or<br>Number |                        |                |
|                        |               |                                      |                               |                |                 |                              |                 |         | of           |                        |                |
|                        |               |                                      |                               | Code V         | (A) (D)         |                              |                 |         | Shares       |                        |                |

# **Reporting Owners**

| Reporting Owner Name / Address                          | Relationships |           |                   |       |  |  |  |  |
|---|---------------|-----------|-------------------|-------|--|--|--|--|
|   | Director      | 10% Owner | Officer           | Other |  |  |  |  |
| ROLLINS GARY W<br>2170 PIEDMONT RD<br>ATLANTA, GA 30324 | X             | X         | President and CEO |       |  |  |  |  |

## **Signatures**

Par Value

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

\*\*Signature of Reporting Person Date

Reporting Owners 2

01/26/2011

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### **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) This number includes 100,227 shares of 401(k) stock, 10,604 Purchase Plan shares, and 293,750 of restricted shares.
- (2) Represent restricted shares that vest 20% per year beginning in 2013.
- (3) Gary W. Rollins disclaims for the purpose of Section 16 of the Securities and Exchange Act of 1934 the beneficial ownership of these shares, except to the extent of any pecuniary interest therein, and this report is not an admission of such beneficial ownership.

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.