

ROLLINS GLEN
Form 4
February 25, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
ROLLINS GLEN

(Last) (First) (Middle)
2170 PIEDMONT RD
(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)
02/23/2010

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)
Executive Vice President

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 | (D) | Price |
| Rollins, Inc. Common Stock \$1 Par Value | 02/23/2010 | | M | | 35,838 | A | \$ 5.4074 |
| Rollins, Inc. Common Stock \$1 Par Value | 02/23/2010 | | M | | 31,662 | A | \$ 5.4074 |
| Rollins, Inc. | 02/23/2010 | | F | | 17,175 | D | \$ 21.25 |
| | | | | | 815,767 ⁽¹⁾ | D | |
| | | | | | 847,429 ⁽¹⁾ | D | |
| | | | | | 830,254 ⁽¹⁾ | D | |

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Common
Stock \$1
Par Value

Rollins,
Inc.

Common 02/23/2010 F 7,659 D \$ 21.25 822,595 ⁽¹⁾ D
Stock \$1
Par Value

Rollins,
Inc.

Common 236,648 ⁽²⁾ I
Stock \$1
Par Value

General
Partner of
Partnership
for benefit
of minor
children

Rollins,
Inc.

Common 46,264 ⁽²⁾ I
Stock \$1
Par Value

By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option (Right to Buy) | \$ 5.4074 | 02/23/2010 | | M | 35,838 | ⁽³⁾ | 01/23/2011 | Common Stock | 35,838 |
| Incentive Stock Option | \$ 5.4074 | 02/23/2010 | | M | 31,662 | ⁽³⁾ | 01/23/2011 | Common Stock | 31,662 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROLLINS GLEN 2170 PIEDMONT RD ATLANTA, GA 30324 | | | Executive Vice President | |

Signatures

| | |
|---|---------------------|
| Glenn P. Grove, Jr., as Attorney-in-Fact for Glen Rollins | 02/25/2010 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 29,814 shares of 401(k) stock, 3,374 Purchase Plan shares, and 124,200 of restricted shares.
- (2) Glen 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.
- (3) The awards vest over a five (5) year period (1/5 vesting each year beginning 01/23/2002) from the date of the grant.

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.