

RPC INC
Form 4
December 23, 2005

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GRAHAM LINDA H

2. Issuer Name and Ticker or Trading Symbol
RPC INC [RES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President and Secretary

P.O. BOX 647

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ATLANTA, GA 30301

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock Par Value | 12/12/2005 | | J ⁽¹⁾ | V | 62,928 | A | Ⓛ |
| | | | | | 188,784 | | D |

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)

Edgar Filing: RPC INC - Form 4

| 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Incentive Stock Options | \$ 2.94 ⁽²⁾ | 01/28/1997 ⁽¹⁾ | | J ⁽¹⁾ | V 1,135 | 01/28/1998 ⁽³⁾ 01/28/2007 | Common Stock | 1,135 |
| Incentive Stock Options | \$ 4.99 ⁽²⁾ | 01/27/1998 ⁽¹⁾ | | J ⁽¹⁾ | V 2,270 | 01/27/1999 ⁽³⁾ 01/27/2008 | Common Stock | 2,270 |
| Incentive Stock Options | \$ 2.69 ⁽²⁾ | 01/26/1999 ⁽¹⁾ | | J ⁽¹⁾ | V 2,837 | 01/26/2000 ⁽³⁾ 01/26/2009 | Common Stock | 2,837 |
| Incentive Stock Options | \$ 5.82 ⁽²⁾ | 04/24/2001 ⁽¹⁾ | | J ⁽¹⁾ | V 3,750 | 04/24/2002 ⁽³⁾ 04/24/2011 | Common Stock | 3,750 |
| Incentive Stock Options | \$ 4.22 ⁽²⁾ | 01/28/2003 ⁽¹⁾ | | J ⁽¹⁾ | V 7,500 | 01/28/2004 ⁽³⁾ 01/28/2013 | Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAHAM LINDA H P.O. BOX 647 ATLANTA, GA 30301 | X | | Vice President and Secretary | |

Signatures

/s/ Linda H. Graham 12/20/2005

**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)

Edgar Filing: RPC INC - Form 4

This report is being filed voluntarily, solely to report the acquisition of stock pursuant to the three-for-two stock split payable December 12, 2005, and the adjustment of options in connection therewith.

- (2) Exercise prices have been adjusted to reflect the stock split.
- (3) Stock options vest in 20% increments beginning on first anniversary of grant date.

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.