

ROLLINS INC
Form 4
November 04, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
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)
10/31/2008

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)
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 (A) or (D) Price		
Rollins, Inc. Common Stock \$1 Par Value	10/31/2008		M		16,264 A \$ 4.8333	717,412 (1)	D
Rollins, Inc. Common Stock \$1 Par Value	10/31/2008		F		4,474 D \$ 17.57	712,938 (1)	D
Rollins, Inc.	10/31/2008		F		3,825 D \$ 17.57	709,113 (1)	D

Common
Stock \$1
Par Value

Rollins,
Inc.

Common
Stock \$1
Par Value

46,264 ⁽²⁾ I By Spouse

Rollins,
Inc.

Common
Stock \$1
Par Value

213,492 ⁽²⁾ I General
Partner of
Partnership
for benefit
of minor
children

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 4.8333	10/31/2008		M	16,264	⁽³⁾ 01/26/2009	Common Stock	16,264	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROLLINS GLEN 2170 PIEDMONT RD			Vice President	

ATLANTA, GA 30324

Signatures

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

11/04/2008

__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) This includes 27,435 shares of 401(k) stock, 2,149 Purchase Plan shares and 75,900 shares of restricted stock.

(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 01/26/2000) 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.

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