

ROLLINS GARY W
Form 4
January 26, 2006

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 GARY W

(Last) (First) (Middle)

2170 PIEDMONT ROAD NE

(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)
12/29/2005

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)
President and CEO

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)
Rollins, Inc. Common Stock \$1 Par Value	12/29/2005		G	V 16,635	D \$ 0 1,013,723 ⁽¹⁾	D	
Rollins, Inc. Common Stock \$1 Par Value	12/29/2005		G	V 1,109	A \$ 0 161,991 ⁽³⁾	I	By Spouse
Rollins, Inc.	01/24/2006		A	25,000 ⁽²⁾	A \$ 0 1,038,723 ⁽¹⁾	D	

Common
Stock \$1
Par Value

Rollins,
Inc.
Common
Stock \$1
Par Value

Rollins,
Inc.
Common
Stock \$1
Par Value

Rollins,
Inc.
Common
Stock \$1
Par Value

53,324 ⁽³⁾ I

Co-Trustee of
Charitable
Fund

1,338,750 ⁽³⁾ I

Co-Trustee of
Charitable
Foundation

31,846,915 ⁽³⁾ I

RFPS
Management
Company I,
LP

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

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ROLLINS GARY W
2170 PIEDMONT ROAD NE X X President and CEO
ATLANTA, GA 30324

Signatures

Glenn P. Grove, Jr., as attorney-in-fact for Gary W.
Rollins

01/26/2006

__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 36,157 shares of 401(k) stock, 190 shares invested in the Rollins, Inc. Employee Stock Purchase Plan and 37,500 shares of restricted stock that vest 20% per year beginning in 2006.
- (2) Represents restricted shares that vest 20% per year beginning in 2008.
- (3) Gary W. Rollins disclaims for the purpose of Section 16 of the Securities and Exchange Act of 1934 the beneficial ownership of the shares described in Table 1, lines 2-3, 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.