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ROLLINS RANDALL R
Form SC 13D/A
May 02, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)

Rollins, Inc.

(Name of Issuer)

Common Stock, \$1.00 Par Value

(Title of Class of Securities)

775711 10 4

(CUSIP Number)

B. Joseph Alley, Jr.
2800 One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3400
(404) 873-8688

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

4/28/03

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
R. Randall Rollins

2 Check the Appropriate Box if a Member of a Group (a) |X|
(b) |_|

3 SEC Use Only

4 Source of Funds
00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items
2 (d) or 2 (E) |_|

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
115,271***

8 Shared Voting Power
22,046,827*

9 Sole Dispositive Power
115,271***

10 Shared Dispositive Power
22,046,827*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
22,162,098*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares |X|

13 Percent of Class Represented by Amount in Row (11)
49.1 percent*

14 Type of Reporting Person
IN

=====

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* Does not include 94,354** shares of the Company held by his wife. Includes 21,118,777** shares of the Company held by RFPS Management Company I, L.P. of which RFA Management Company, LLC ("General Partner"), a Georgia limited liability company, is the general partner. The voting interests of the General Partner are held by two revocable trusts, one of which each of Gary or Randall Rollins is the grantor and sole trustee. LOR, Inc. is the manager of the General Partner. Also includes 928,050** shares of the Company held in three trusts of which he is a Co-Trustee and as to which he shares voting and investment power.

** Mr. Rollins disclaims any beneficial interest in these holdings.

*** Includes 22,018** shares of the Company held as Trustee, Guardian, or Custodian for his children. Also includes 2,533** shares of 401(k) stock. Also includes options to purchase 60,000** shares, which are currently exercisable or will become exercisable within 60 days of the date hereof. This excludes options to purchase 90,000** shares that are not currently exercisable and will not become exercisable within 60 days of the date hereof.

NOTE: ALL SHARE NUMBERS IN THIS SCHEDULE 13D/A REFLECT A 1.5 FOR 1 STOCK SPLIT WHICH WAS EFFECTIVE AS OF FEBRUARY 10, 2003.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
Gary W. Rollins

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds
00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
803,806***

8 Shared Voting Power
22,046,827*

9 Sole Dispositive Power
803,806***

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10 Shared Dispositive Power

22,046,827*

11 Aggregate Amount Beneficially Owned by Each Reporting Person

22,850,633*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares |X|

13 Percent of Class Represented by Amount in Row (11)

50.6 percent*

14 Type of Reporting Person

IN
=====

* Does not include 105,484** shares of the Company held by his wife. Includes 21,118,777** shares of the Company held by RFPS Management Company I, L.P. of which RFA Management Company, LLC ("General Partner"), a Georgia limited liability company, is the general partner. The voting interests of the General Partner are held by two revocable trusts, one of which each of Gary or Randall Rollins is the grantor and sole trustee. LOR, Inc. is the manager of the General Partner. Includes 928,050** shares of the Company in three trusts of which he is Co-Trustee and as to which he shares voting and investment power.

** Mr. Rollins disclaims any beneficial interest in these holdings.

*** Also includes 22,099** shares of 401(k) stock. Also includes options to purchase 120,000** shares, which are currently exercisable or will become exercisable within 60 days of the date hereof. Excludes options to purchase 180,000** shares that are not currently exercisable and will not become exercisable within 60 days of the date hereof.

NOTE: ALL SHARE NUMBERS IN THIS SCHEDULE 13D/A REFLECT A 1.5 FOR 1 STOCK SPLIT WHICH WAS EFFECTIVE AS OF FEBRUARY 10, 2003.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

RFPS Management Company I, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) |X|

(b) |_ |

3 SEC Use Only

4 Source of Funds

00

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5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
21,118,777

8 Shared Voting Power
0

9 Sole Dispositive Power
21,118,777

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
21,118,777

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
46.8 percent

14 Type of Reporting Person
PN

NOTE: ALL SHARE NUMBERS IN THIS SCHEDULE 13D/A REFLECT A 1.5 FOR 1 STOCK SPLIT WHICH WAS EFFECTIVE AS OF FEBRUARY 10, 2003.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
RFA Management Company, LLC

2 Check the Appropriate Box if a Member of a Group (a)
(b)

3 SEC Use Only

4 Source of Funds

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WC

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E) |_

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

21,118,777*

9 Sole Dispositive Power

0

10 Shared Dispositive Power

21,118,777*

11 Aggregate Amount Beneficially Owned by Each Reporting Person

21,118,777*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares |_|

13 Percent of Class Represented by Amount in Row (11)

46.8 percent*

14 Type of Reporting Person

CO

* Includes 21,118,777 shares owned by RFPS Management Company I, L.P. (the "Partnership"). The reporting person is the general partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

NOTE: ALL SHARE NUMBERS IN THIS SCHEDULE 13D/A REFLECT A 1.5 FOR 1 STOCK SPLIT WHICH WAS EFFECTIVE AS OF FEBRUARY 10, 2003.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

RFPS Investments I, L.P.

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2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds
00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
0

8 Shared Voting Power
21,118,777*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
21,118,777*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
21,118,777*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
46.8 percent*

14 Type of Reporting Person
PN

* Includes 21,118,777 shares owned by RFPS Management Company I, L.P. (the "Partnership"). The reporting person is a limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

NOTE: ALL SHARE NUMBERS IN THIS SCHEDULE 13D/A REFLECT A 1.5 FOR 1 STOCK SPLIT WHICH WAS EFFECTIVE AS OF FEBRUARY 10, 2003.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
LOR, Inc.

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds
00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
0

8 Shared Voting Power
21,118,777*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
21,118,777*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
21,118,777*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
46.8 percent*

14 Type of Reporting Person
CO

=====

* Includes 21,118,777 shares owned by RFPS Management Company I, L.P. (the "Partnership"). The reporting person is the manager of the General Partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

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NOTE: ALL SHARE NUMBERS IN THIS SCHEDULE 13D/A REFLECT A 1.5 FOR 1 STOCK SPLIT WHICH WAS EFFECTIVE AS OF FEBRUARY 10, 2003.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
LOR Investment Company, LLC

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds
WC

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
0

8 Shared Voting Power
21,118,777*

9 Sole Dispositive Power
0

10 Shared Dispositive Power
21,118,777*

11 Aggregate Amount Beneficially Owned by Each Reporting Person
21,118,777*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
46.8 percent*

14 Type of Reporting Person
CO

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* Includes 21,118,777 shares owned by RFPS Management Company I, L.P. (the "Partnership"). The reporting person is the general partner of the limited partner of the Partnership. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest.

NOTE: ALL SHARE NUMBERS IN THIS SCHEDULE 13D/A REFLECT A 1.5 FOR 1 STOCK SPLIT WHICH WAS EFFECTIVE AS OF FEBRUARY 10, 2003.

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
Rollins Holding Company, Inc.

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds
00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
0

8 Shared Voting Power
0

9 Sole Dispositive Power
0

10 Shared Dispositive Power
0

11 Aggregate Amount Beneficially Owned by Each Reporting Person
0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

CO
=====

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Grace C. Rollins

2 Check the Appropriate Box if a Member of a Group (a)

(b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

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12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

IN

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

RWR Management Company, LLC

2 Check the Appropriate Box if a Member of a Group (a)

(b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

Edgar Filing: ROLLINS RANDALL R - Form SC 13D/A

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

CO

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

RRR Grandchildren's Custodial Partnership I, L.P.

2 Check the Appropriate Box if a Member of a Group (a)

(b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

Edgar Filing: ROLLINS RANDALL R - Form SC 13D/A

13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

PN
=====

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
JR Partnership, L.P.

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

Edgar Filing: ROLLINS RANDALL R - Form SC 13D/A

13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

PN
=====

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
JPR Investment Partnership, L.P.

2 Check the Appropriate Box if a Member of a Group (a) |X|
(b) |_ |

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(E) |_ |

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares |_ |

Edgar Filing: ROLLINS RANDALL R - Form SC 13D/A

13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

PN
=====

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person
Richard R. Rollins, Jr. Grantor Trust

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

00
=====

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

The Gary W. Rollins Trust

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

OO

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

RCTLOR, LLC

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

00

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

1997 RRR Grandchildren's Partnership, L.P.

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

PN

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

MRLT Partners, L.P.

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

PN
=====

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Pamela Renee Rollins

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

IN

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Timothy Curtis Rollins

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

IN

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Amy Rollins Kreisler

2 Check the Appropriate Box if a Member of a Group (a)

(b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

0

8 Shared Voting Power

0

9 Sole Dispositive Power

0

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

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13 Percent of Class Represented by Amount in Row (11)

0 percent

14 Type of Reporting Person

IN
=====

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1 Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person

Nancy Rollins Griffith

2 Check the Appropriate Box if a Member of a Group (a) (b)

3 SEC Use Only

4 Source of Funds

00

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(E)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

92,154

8 Shared Voting Power

0

9 Sole Dispositive Power

92,154

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

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92,154

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares |X|

13 Percent of Class Represented by Amount in Row (11)

Less than 1 percent

14 Type of Reporting Person

IN
=====

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Item 1. SECURITY AND ISSUER

This Amendment No. 3 to Schedule 13D relates to the Common Stock, \$1.00 par value, of Rollins, Inc., a Delaware corporation (the "Company"). The original Schedule 13D ("13D") was filed on November 8, 1993 and was amended by Amendment No. 1 ("Amendment 1") on March 5, 1996. Amendment No. 2 ("Amendment 2") was filed on January 10, 2003. The principal executive office of the Company is located at:

2170 Piedmont Road, N.E.
Atlanta, Georgia 30324

Item 2. IDENTITY AND BACKGROUND

1. (a) R. Randall Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Chairman of the Board and Chief Executive Officer of RPC, Inc., engaged in the business of oil and gas field services and boat manufacturing, the business address of which is 2170 Piedmont Road, N.E., Atlanta, Georgia 30324. Chairman of the Board and Chief Executive Officer of Rollins, Inc., engaged in the provision of pest-control, home security, lawn care and other consumer services, the business address of which is 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(d) None.

(e) None.

(f) United States.

2. (a) Gary W. Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

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(c) President and Chief Operating Officer of Rollins, Inc., engaged in the provision of pest-control, home security, lawn care and other consumer services, the business address of which is 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(d) None.

(e) None.

(f) United States.

3. (a) RFPS Management Company I, L.P. is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership.

(d) None.

(e) None.

(f) United States.

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4. (a) RFA Management Company, LLC is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited liability company.

(d) None.

(e) None.

(f) United States.

5. (a) RFPS Investments I, L.P. is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership.

(d) None.

(e) None.

(f) United States.

6. (a) LOR, Inc. is a reporting person filing this statement.

(b) 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

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(c) A Georgia corporation owned and controlled by R. Randall Rollins, Gary W. Rollins, Rollins Family Members and Trusts benefiting Rollins Family Members.

(d) None.

(e) None.

(f) United States.

7. (a) LOR Investment Company, LLC is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited liability company, wholly owned by LOR, Inc.

(d) None.

(e) None.

(f) United States.

8. (a) Rollins Holding Company, Inc. is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

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(c) A Georgia corporation owned and controlled by R. Randall Rollins, Gary W. Rollins, Rollins Family Members and Trusts benefiting Rollins Family Members.

(d) None.

(e) None.

(f) United States.

9. (a) Grace C. Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Retired.

(d) None.

(e) None.

(f) United States.

10. (a) RWR Management Company, LLC is a reporting person filing this statement.

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(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited liability company, wholly owned by 1986 Robert W. Rollins Qualified Subchapter S Trust (beneficiary is a son of R. Randall Rollins and R. Randall Rollins is Trustee).

(d) None.

(e) None.

(f) United States.

11. (a) RRR Grandchildren's Custodial Partnership I, L.P. is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership owned and controlled by Gary W. Rollins, general partner, as Trustee and beneficiary of 1997 RRR Grandchildren's Custodial Trust and also owned by grandchildren of R. Randall Rollins as limited partners.

(d) None.

(e) None.

(f) United States.

12. (a) JR Partnership, L.P. is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

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(c) A Georgia limited partnership owned and controlled by Amy Rollins Kreisler, general partner, as Trustee and beneficiary of 1996 Amy C. Rollins Trust and also owned by a trust benefiting a grandson of R. Randall Rollins, the limited partner.

(d) None.

(e) None.

(f) United States.

13. (a) JPR Investment Partnership, L.P. is a reporting person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership owned and controlled by Amy Rollins Kreisler, general partner, as Trustee and beneficiary of 1996 Amy C. Rollins Trust and also owned by a trust benefiting a grandson of R. Randall Rollins, the limited partner.

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- (d) None.
- (e) None.
- (f) United States.

14. (a) Richard R. Rollins, Jr. Grantor Trust is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A trust for which R. Randall Rollins is Trustee which benefits Richard R. Rollins, Jr., a son of R. Randall Rollins.

- (d) None.
- (e) None.
- (f) United States.

15. (a) The Gary W. Rollins Trust is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A trust for which R. Randall Rollins is a Co-Trustee in which Gary W. Rollins and his grandchildren are beneficiaries.

- (d) None.
- (e) None.
- (f) United States.

16. (a) RCTLOR, LLC is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

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(c) A Georgia limited liability company for which LOR, Inc. acts as Manager.

- (d) None.
- (e) None.
- (f) United States.

17. (a) 1997 RRR Grandchildren's Partnership is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia general partnership owned by trusts for which Gary W. Rollins is a Co-Trustee and which grandchildren of R. Randall Rollins are beneficiaries.

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- (d) None.
- (e) None.
- (f) United States.

18. (a) MRLT Partners, L.P. is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) A Georgia limited partnership owned and controlled by Gary W. Rollins, general partner, as Trustee and beneficiary of 1997 RRR Grandchildren's Custodial Trust and also owned by the 1999 RRR Charitable Lead Annuity Trust, the limited partner.

- (d) None.
- (e) None.
- (f) United States.

19. (a) Pamela Renee Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Employer is Rollins, Inc./Customer Relations Manager.

- (d) None.
- (e) None.
- (f) United States.

20. (a) Timothy Curtis Rollins is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Employer is R. Randall Rollins/Project Manager.

(d) None.

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- (e) None.
- (f) United States.

21. (a) Amy Rollins Kreisler is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Employer is The O. Wayne Rollins Foundation/Executive Director.

(d) None.

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(e) None.

(f) United States.

22. (a) Nancy Rollins Griffith is a person filing this statement.

(b) c/o LOR, Inc., 2170 Piedmont Road, N.E., Atlanta, Georgia 30324.

(c) Housewife.

(d) None.

(e) None.

(f) United States.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

See 13D, Amendment 1 and Amendment 2. On April 28, 2003, RFPS Investments I, L.P. contributed 21,118,777 shares (which shares reflect a 1.5 for 1 stock split which was effective as of February 10, 2003) to RFPS Management Company I, L.P. (the "Partnership") and became a limited partner in the Partnership. No consideration was given for the shares. After this transfer, the limited partners of RFPS Investments I, L.P. no longer exercise control over the voting or disposition of the shares.

Item 4. PURPOSE OF TRANSACTION

See 13D, Amendment 1, Amendment 2 and Item 3 above. The transactions were effected for administration and collective management purposes. The reporting persons currently intend to hold the shares for investment.

(a) - (j) None.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

(a)-(b) See 13D, Amendment 1 and Amendment 2.

(c) Transactions subsequent to December 31, 2002, are listed on Exhibit B attached hereto and incorporated herein by this reference. All transactions were effected in Atlanta, Georgia, and involved gifts or transfers for which no consideration was given and, thus, no price is listed on Exhibit B.

(d) None.

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(e) The following reporting persons ceased to be a 5% shareholder on April 28, 2003: Rollins Holding Company, Inc.; Grace C. Rollins; RWR Management Company, LLC; RRR Grandchildren's Custodial Partnership I, L.P.; JR Partnership, L.P.; JPR Investment Partnership, L.P.; Richard R. Rollins, Jr. Grantor Trust; The Gary W. Rollins Trust; RCTLOR, LLC; 1997 RRR Grandchildren's Partnership, L.P.; MRLT Partners, L.P.; Pamela Renee Rollins; Timothy Curtis Rollins; Amy Rollins Kreisler; and Nancy Rollins Griffith.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO

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SECURITIES OF THE ISSUER

There are no such contracts, arrangements, understandings, or relationships with respect to any securities of the Company, including but not limited to transfer or voting of any of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

(a) Agreement of filing persons relating to filing of joint statement per Rule 13d-1(f).

(b) Summary of Transactions.

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Signature.

After reasonable inquiry each of the undersigned certifies that to the best of his knowledge and belief the information set forth in this statement is true, complete and correct.

RFPS MANAGEMENT COMPANY I, L.P.

RFA MANAGEMENT COMPANY, LLC

By: LOR, Inc., Manager

/s/ Glenn P. Grove, Jr.

By: Glenn P. Grove, Jr.

Its: Assistant Secretary

R. RANDALL ROLLINS

GARY W. ROLLINS

RFPS INVESTMENTS I, L.P.

LOR, INC.

LOR INVESTMENT COMPANY, LLC

ROLLINS HOLDING COMPANY, INC.

1997 RRR GRANDCHILDREN'S PARTNERSHIP

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GRACE C. ROLLINS

RWR MANAGEMENT COMPANY, LLC

RRR GRANDCHILDREN'S CUSTODIAL PARTNERSHIP I, L.P.

JR PARTNERSHIP, L.P.

JPR INVESTMENT PARTNERSHIP, L.P.

THE RICHARD R. ROLLINS, JR. GRANTOR TRUST

THE GARY W. ROLLINS TRUST

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MRLT PARTNERS, L.P.

RCTLOR, LLC

PAMELA RENEE ROLLINS

TIMOTHY CURTIS ROLLINS

AMY ROLLINS KREISLER

NANCY ROLLINS GRIFFITH

By: Glenn P. Grove, Jr. as attorney-in fact

/s/ Glenn P. Grove, Jr.

Glenn P. Grove, Jr.

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EXHIBIT A

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The undersigned each hereby certifies and agrees that the above Amendment to Schedule 13D concerning securities issued by Rollins, Inc. is being filed on behalf of each of the undersigned.

RFPS MANAGEMENT COMPANY I, L.P.

RFA MANAGEMENT COMPANY, LLC

By: LOR, Inc., Manager

/s/ Glenn P. Grove, Jr.

By: Glenn P. Grove, Jr.
Its: Assistant Secretary

R. RANDALL ROLLINS

GARY W. ROLLINS

RFPS INVESTMENTS I, L.P.

LOR, INC.

LOR INVESTMENT COMPANY, LLC

ROLLINS HOLDING COMPANY, INC.

1997 RRR GRANDCHILDREN'S PARTNERSHIP

GRACE C. ROLLINS

RWR MANAGEMENT COMPANY, LLC

RRR GRANDCHILDREN'S CUSTODIAL PARTNERSHIP I, L.P.

JR PARTNERSHIP, L.P.

JPR INVESTMENT PARTNERSHIP, L.P.

THE RICHARD R. ROLLINS, JR. GRANTOR TRUST

THE GARY W. ROLLINS TRUST

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MRLT PARTNERS, L.P.

RCTLOR, LLC

PAMELA RENEE ROLLINS

TIMOTHY CURTIS ROLLINS

AMY ROLLINS KREISLER

NANCY ROLLINS GRIFFITH

By: Glenn P. Grove, Jr. as attorney-in fact

/s/ Glenn P. Grove, Jr.

Glenn P. Grove, Jr.

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EXHIBIT B

SUMMARY OF TRANSACTIONS

A. RANDALL ROLLINS ("RRR"):

	DATE	SHARES	A/D1	DESCRIPTION
	----	-----	----	-----
1.	4/28/03	21,118,777	D	Transfer of shares by RFPS Investments I, L.P. L.P., a Georgia limited partnership (number of shares split which was effective as of February 10,
2.	4/28/03	21,118,777	A	Receipt of shares from RFPS Investments I, L.P. L.P., a Georgia limited partnership (number of shares split which was effective as of February 10,
3.	1/22/03	30,000	A	Grant of 150,000 stock options in January, 2003, 30,000 of which were immediately vested; in January, 2003, 30,000 of which were not immediately vested, such that as of the date of this

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exercisable (number of shares reflect a 1.5 fold split which was effective as of February 10, 2003).

1A = Acquired; D = Disposed of

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SUMMARY OF TRANSACTIONS

B. GARY W. ROLLINS ("GWR"):

	DATE	# SHARES	A/D2	DESCRIPTION
	----	-----	----	-----
1.	4/28/03	21,118,777	D	Transfer of shares by RFPS Investments I, L.P., a Georgia limited partnership (number of shares reflect a 1.5 fold split which was effective as of February 10, 2003).
2.	4/28/03	21,118,777	A	Receipt of shares from RFPS Investments I, L.P., a Georgia limited partnership (number of shares reflect a 1.5 fold split which was effective as of February 10, 2003).
3.	1/22/03	30,000	A	Grant of 300,000 stock options in January, 2003, immediately vested; in January, 2003, 60,000 stock options were exercised, such that as of the date of this filing, 240,000 shares are exercisable (number of shares reflect a 1.5 fold split which was effective as of February 10, 2003).

2A = Acquired; D = Disposed of

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