

ROLLINS INC
Form 4
June 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
KNOTTEK MICHAEL W

(Last) (First) (Middle)

ROLLINS, INC., 2170 PIEDMONT ROAD, N.E.

(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)
06/14/2005

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)

Sr. Vice President and Sec.

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 or Price | | |
| Common Stock | 06/14/2005 | | M | | 32,857 A \$ 8.75 | 108,995 | D |
| Common Stock | 06/14/2005 | | M | | 56,632 A \$ 7.25 | 165,627 | D |
| Common Stock | 06/14/2005 | | M | | 29,127 A \$ 8.1111 | 194,754 | D |
| Common Stock | 06/14/2005 | | M | | 27,000 A \$ 8.5111 | 221,754 | D |
| Common Stock | 06/14/2005 | | M | | 8,976 A \$ 6.5555 | 230,730 | D |

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Common Stock 06/15/2005 S⁽¹⁾ 154,592 D \$ 17.766 76,138 D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 8.75 | 06/14/2005 | | M | 32,857 | 04/28/1999 ⁽²⁾ 04/28/2008 | Common Stock 32,857 |
| Stock Option | \$ 7.25 | 06/14/2005 | | M | 56,632 | 01/26/2000 ⁽³⁾ 01/26/2009 | Common Stock 56,632 |
| Stock Option | \$ 8.1111 | 06/14/2005 | | M | 29,127 | 01/23/2002 ⁽⁴⁾ 01/23/2011 | Common Stock 29,127 |
| Stock Option | \$ 8.5111 | 06/14/2005 | | M | 27,000 | 01/22/2003 ⁽⁵⁾ 01/22/2012 | Common Stock 27,000 |
| Stock Option | \$ 6.5555 | 06/14/2005 | | M | 8,976 | 01/25/2001 ⁽⁶⁾ 01/25/2010 | Common Stock 8,976 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KNOTTEK MICHAEL W ROLLINS, INC. 2170 PIEDMONT ROAD, N.E. ATLANTA, GA 30324 | | | Sr. Vice President and Sec. | |

Signatures

/s/ M.W.
Knottek

06/16/2005

__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) All sales were made pursuant to a forward sale agreement with Morgan Stanley & Co. Incorporated dated June 14, 2005, which calls for delivery of the shares on or about August 2, 2006. Until that time, reporting person will retain all voting rights and dividends.
 - (2) The awards vest over a five (5) year period (1/5 vesting each year beginning 4/28/99) from the date of the grant.
 - (3) The awards vest over a five (5) year period (1/5 vesting each year beginning 1/26/00) from the date of the grant.
 - (4) The awards vest over a five (5) year period (1/5 vesting each year beginning 1/23/02) from the date of the grant.
 - (5) The awards vest over a five (5) year period (1/5 vesting each year beginning 1/22/03) from the date of the grant.
 - (6) The awards vest over a five (5) year period (1/5 vesting each year beginning 1/25/01) from the date of the grant.

Remarks:

All share and price information as described on this Form 4 are reflective of the 3-for-2 stock split effective March 10, 2003, a

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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