

ROLLINS INC
Form SC 13D/A
January 28, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)

Rollins, Inc.
(Name of Issuer)

Common Stock, \$1.00 Par Value
(Title of Class of Securities)

775711 10 4
(CUSIP Number)

Robert F. Dow
171 17th Street NW
Suite 2100
Atlanta, Georgia 30363-1031
(404) 873-8706
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/30/08
(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 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	
		460,141***
8	Shared Voting Power	
		50,475,057*
9	Sole Dispositive Power	
		460,141***
10	Shared Dispositive Power	
		50,475,057*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
		50,935,198*
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	x
13	Percent of Class Represented by Amount in Row (11)	
		50.5 percent*
14	Type of Reporting Person	
		IN

*Includes 212,293** shares of the Company held by his wife. Includes 47,770,372** 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 2,492,392** 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. Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; and effective November 12, 2007, paid December 10, 2007.

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

***Includes 49,540** shares of the Company held as Trustee, Guardian, or Custodian for his children. Also, includes 341 shares of 401(k) stock, 5,728 shares of IRA stock, and 102,000 shares of restricted stock.

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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)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	
	1,468,703***	
8	Shared Voting Power	
	50,509,919*	
9	Sole Dispositive Power	
	1,468,703***	
10	Shared Dispositive Power	
	50,509,919*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	51,978,622*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	x
13	Percent of Class Represented by Amount in Row (11)	
	51.5 percent*	
14	Type of Reporting Person	
	IN	

*Includes 247,155** shares of the Company held by his wife. Includes 47,770,372** 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 2,492,392** shares of the Company in three trusts of which he is Co-Trustee and as to which he shares voting and investment power. Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; and effective November 12, 2007, paid December 10, 2007.

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

***Includes 61,402 shares of 401(k) stock, 2,926 shares of common stock in the Employee Stock Purchase Plan, and 140,000 shares of restricted stock.

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1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person Glen W. 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 1,153,466*	
8	Shared Voting Power 46,264***	
9	Sole Dispositive Power 1,153,466*	
10	Shared Dispositive Power 46,264***	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,199,730*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	x
13	Percent of Class Represented by Amount in Row (11) 1.2 percent*	
14	Type of Reporting Person IN	

*Includes 224,660** shares of the Company held as Custodian/Guardian for minor children. Includes options to purchase 219,373*** shares, which are currently exercisable or will become exercisable within 60 days of the date hereof. Also includes 27,545 shares of 401(k) stock, 2,359 shares of common stock in the Employee Stock Purchase Plan and 75,900 shares of restricted stock. Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; and effective November 12, 2007, paid December 10, 2007.

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

*** Includes 46,264 shares of the Company held by his wife.

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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	
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	
	47,770,372*	
8	Shared Voting Power	
	0	
9	Sole Dispositive Power	
	47,770,372*	
10	Shared Dispositive Power	
	0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	47,770,372*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	47.4 percent	
14	Type of Reporting Person	
	PN	

* Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; and effective November 12, 2007, paid December 10, 2007.

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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)x (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	
	47,770,372*	
9	Sole Dispositive Power	
	0	
10	Shared Dispositive Power	
	47,770,372*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	47,770,372*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	47.4 percent*	
14	Type of Reporting Person	
	CO	

*Includes 47,770,372 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. Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; and effective November 12, 2007, paid December 10, 2007.

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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.	
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	
	47,770,372*	
9	Sole Dispositive Power	
	0	
10	Shared Dispositive Power	
	47,770,372*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	47,770,372*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	47.4 percent*	
14	Type of Reporting Person	
	PN	

*Includes 47,770,372 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. Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; and effective November 12, 2007, paid December 10, 2007.

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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)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	
		47,770,372*
9	Sole Dispositive Power	
		0
10	Shared Dispositive Power	
		47,770,372*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
		47,770,372*
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
		47.4 percent*
14	Type of Reporting Person	
		CO

*Includes 47,770,372 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. Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; and effective November 12, 2007, paid December 10, 2007.

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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)x (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	
	47,770,372*	
9	Sole Dispositive Power	
	0	
10	Shared Dispositive Power	
	47,770,372*	
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	47,770,372*	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	47.4 percent*	
14	Type of Reporting Person	
	CO	

*Includes 47,770,372 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. Adjusted to reflect the following three-for-two stock splits: effective February 10, 2005, paid March 10, 2005; and effective November 12, 2007, paid December 10, 2007.

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Item 1. Security and Issuer

This Amendment No. 6 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. Amendment No. 3 ("Amendment 3") was filed on May 2, 2003. Amendment No. 4 ("Amendment 4") was filed on October 10, 2003. Amendment No. 5 ("Amendment 5") was filed on March 16 2004. 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., 2801 Buford Highway, Suite 470, Atlanta, Georgia 30329.
 - (c) Chairman of the Board of RPC, Inc., engaged in the business of oil and gas field services, the business address of which is 2170 Piedmont Road, N.E., Atlanta, Georgia 30324. Chairman of the Board of Rollins, Inc., engaged in the provision of pest-control and other consumer services, the business address of which is 2170 Piedmont Road, N.E., Atlanta, Georgia 30324. Chairman of the Board of Marine Products Company, Inc., engaged in the business of boat manufacturing, 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., 2801 Buford Highway, Suite 470, Atlanta, Georgia 30329.
 - (c) President, Chief Executive Officer and Chief Operating Officer of Rollins, Inc., engaged in the provision of pest-control 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) Glen W. Rollins is a reporting person filing this statement.
- (b) c/o LOR, Inc., 2801 Buford Highway, Suite 470, Atlanta, Georgia 30329.
-

- (c) Vice President of Rollins, Inc., engaged in the provision of pest-control 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.

- 4.
 - (a) RFPS Management Company I, L.P. is a reporting person filing this statement.
 - (b) c/o LOR, Inc., 2801 Buford Highway, Suite 470, Atlanta, Georgia 30329.
 - (c) A Georgia limited partnership.
 - (d) None.
 - (e) None.
 - (f) United States.

- 5.
 - (a) RFA Management Company, LLC is a reporting person filing this statement.
 - (b) c/o LOR, Inc., 2801 Buford Highway, Suite 470, Atlanta, Georgia 30329.
 - (c) A Georgia limited liability company.
 - (d) None.
 - (e) None.
 - (f) United States.

- 6.
 - (a) RFPS Investments I, L.P. is a reporting person filing this statement.
 - (b) c/o LOR, Inc., 2801 Buford Highway, Suite 470, Atlanta, Georgia 30329.

- (c) A Georgia limited partnership.
 - (d) None.
 - (e) None.
 - (f) United States.
7. (a) LOR, Inc. is a reporting person filing this statement.
- (b) 2801 Buford Highway, Suite 470, Atlanta, Georgia 30329.
- (c) A Georgia corporation owned and controlled by R. Randall Rollins, Gary W. Rollins, Rollins Family Members and Trusts benefiting Rollins Family Members.
-

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- (d) None.
 - (e) None.
 - (f) United States.
- 8.
- (a) LOR Investment Company, LLC is a reporting person filing this statement.
 - (b) c/o LOR, Inc., 2801 Buford Highway, Suite 470, Atlanta, Georgia 30329..
 - (c) A Georgia limited liability company.
 - (d) None.
 - (e) None.
 - (f) United States.

Item 3. Source and Amount of Funds or Other Consideration

See 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, and Amendment No. 5. On December 28, 2007 and December 30, 2008, Gary Rollins contributed 346,107 shares and 58,174 shares, respectively, to a charitable foundation, of which he and Randall Rollins are co-trustees. During 2007 and 2008, Gary Rollins, Randall Rollins and Glen Rollins were granted a total of 87,500 shares, 75,000 shares and 52,500 shares, respectively, of restricted stock.

Item 4. Purpose of Transaction

See 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, and Item 3 above. The gift transactions were effected for administration and collective management purposes. The grants of restricted stock and options were part of the reporting persons' compensation as officers of the Company. 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 No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, and Amendment No. 5.

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- (c) See Item 3 above. In addition, on December 30, 2008, Gary Rollins gifted a total of 19,544 shares to his spouse or other family members.
- (d) None.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Glen W. Rollins has an informal agreement to vote his shares in concert with the other reporting persons. Otherwise, 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.

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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) Power of Attorney of Glen W. Rollins.
-

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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

GLEN W. ROLLINS

RFPS INVESTMENTS I, L.P.

LOR, INC.

LOR INVESTMENT COMPANY, LLC

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

/s/ Glenn P. Grove, Jr.
Glenn P. Grove, Jr.

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EXHIBIT A

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

GLEN W. ROLLINS

RFPS INVESTMENTS I, L.P.

LOR, INC.

LOR INVESTMENT COMPANY, LLC

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

/s/ Glenn P. Grove, Jr.

Glenn P. Grove, Jr.

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EXHIBIT B

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Glen W. Rollins, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, and 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ Glen W. Rollins
Glen W. Rollins