

ROLLINS INC

Form 4

November 16, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CYNKUS HARRY J

(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)
11/14/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Rollins, Inc. Common Stock \$1 Par Value | 11/14/2006 | | M | 6,831 A | \$ 8.5111 78,299 ⁽¹⁾ | D | |
| Rollins, Inc. Common Stock \$1 Par Value | 11/14/2006 | | S | 10,184 D | \$ 21.75 68,115 ⁽¹⁾ | D | |
| Rollins, Inc. | 11/14/2006 | | S | 200 D | \$ 21.76 67,915 ⁽¹⁾ | D | |

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Common
Stock \$1
Par Value

Rollins,
Inc.

| | | | | | | | |
|--------|------------|---|-----|---|----------|-----------------------|---|
| Common | 11/14/2006 | S | 500 | D | \$ 21.77 | 67,415 ⁽¹⁾ | D |
|--------|------------|---|-----|---|----------|-----------------------|---|

Stock \$1
Par Value

Rollins,
Inc.

| | | | | | | | |
|--------|------------|---|-----|---|----------|-----------------------|---|
| Common | 11/14/2006 | S | 400 | D | \$ 21.78 | 67,015 ⁽¹⁾ | D |
|--------|------------|---|-----|---|----------|-----------------------|---|

Stock \$1
Par Value

Rollins,
Inc.

| | | | | | | | |
|--------|------------|---|-----|---|----------|-----------------------|---|
| Common | 11/14/2006 | S | 300 | D | \$ 21.79 | 66,715 ⁽¹⁾ | D |
|--------|------------|---|-----|---|----------|-----------------------|---|

Stock \$1
Par Value

Rollins,
Inc.

| | | | | | | | |
|--------|------------|---|-----|---|---------|-----------------------|---|
| Common | 11/14/2006 | S | 300 | D | \$ 21.8 | 66,415 ⁽¹⁾ | D |
|--------|------------|---|-----|---|---------|-----------------------|---|

Stock \$1
Par Value

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Incentive Stock Option | \$ 8.5111 | 11/14/2006 | | M | 6,831 | ⁽²⁾ 01/22/2012 | Common Stock | 6,831 |

(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CYNKUS HARRY J 2170 PIEDMONT RD ATLANTA, GA 30324 | | | Chief Financial Officer | |

Signatures

| | |
|----------------------------------------------------|---------------------|
| Harry J. Cynkus | 11/16/2006 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 number includes 12,000 restricted shares that vest 20% per year beginning in 2007, 10,000 restricted shares that vest 20% per year beginning in 2008, and 1,621 shares of Rollins, Inc. common stock under Rollins, Inc. 401(k) plan.
- (2) The awards vest over a five (5) year period (1/5 vesting each year beginning 1/22/2003) 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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