

RPC INC
Form 4
December 23, 2005

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 *
GRAHAM LINDA H

2. Issuer Name and Ticker or Trading Symbol
RPC INC [RES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2005

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

Vice President and Secretary

P.O. BOX 647

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ATLANTA, GA 30301

(City) (State) (Zip)

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock Par Value	12/12/2005		J(1)	V	62,928	A	188,784
						D	

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
Incentive Stock Options	\$ 2.94 ⁽²⁾	01/28/1997 ⁽¹⁾		J ⁽¹⁾	V 1,135	01/28/1998 ⁽³⁾ 01/28/2007	Common Stock	1,135
Incentive Stock Options	\$ 4.99 ⁽²⁾	01/27/1998 ⁽¹⁾		J ⁽¹⁾	V 2,270	01/27/1999 ⁽³⁾ 01/27/2008	Common Stock	2,270
Incentive Stock Options	\$ 2.69 ⁽²⁾	01/26/1999 ⁽¹⁾		J ⁽¹⁾	V 2,837	01/26/2000 ⁽³⁾ 01/26/2009	Common Stock	2,837
Incentive Stock Options	\$ 5.82 ⁽²⁾	04/24/2001 ⁽¹⁾		J ⁽¹⁾	V 3,750	04/24/2002 ⁽³⁾ 04/24/2011	Common Stock	3,750
Incentive Stock Options	\$ 4.22 ⁽²⁾	01/28/2003 ⁽¹⁾		J ⁽¹⁾	V 7,500	01/28/2004 ⁽³⁾ 01/28/2013	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAHAM LINDA H P.O. BOX 647 ATLANTA, GA 30301	X		Vice President and Secretary	

Signatures

/s/ Linda H. Graham
Date: 12/20/2005

**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)

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This report is being filed voluntarily, solely to report the acquisition of stock pursuant to the three-for-two stock split payable December 12, 2005, and the adjustment of options in connection therewith.

- (2) Exercise prices have been adjusted to reflect the stock split.
- (3) Stock options vest in 20% increments beginning on first anniversary of grant date.

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.