

RPC INC  
Form 4  
December 22, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PALMER BEN M**

(Last) (First) (Middle)  
2170 PIEDMONT ROAD, N.E.  
  
(Street)

ATLANTA, GA 30324

(City) (State) (Zip)

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

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

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)  
VP, CFO and Treasurer

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 Ownership (Instr. 4)
Common Stock Par Value	12/12/2005		J <sup>(1)</sup>	V	52,052	A	Ⓛ
					156,157		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	\$ 4.99 <sup>(2)</sup>	01/27/1998 <sup>(1)</sup>		J <sup>(1)</sup>	V 5,676	01/27/1999 <sup>(3)</sup> 01/27/2008	Common Stock	5,676
Incentive Stock Options	\$ 2.69 <sup>(2)</sup>	01/26/1999 <sup>(1)</sup>		J <sup>(1)</sup>	V 1,000	01/26/2000 <sup>(3)</sup> 01/26/2009	Common Stock	1,000
Incentive Stock Options	\$ 5.82 <sup>(2)</sup>	04/24/2001 <sup>(1)</sup>		J <sup>(1)</sup>	V 11,250	04/24/2002 <sup>(3)</sup> 04/24/2011	Common Stock	11,250
Incentive Stock Options	\$ 4.22 <sup>(2)</sup>	01/28/2003 <sup>(1)</sup>		J <sup>(1)</sup>	V 11,250	01/28/2004 <sup>(3)</sup> 01/28/2013	Common Stock	11,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMER BEN M 2170 PIEDMONT ROAD, N.E. ATLANTA, GA 30324			VP, CFO and Treasurer	

## Signatures

/s/ Ben M. Palmer 12/19/2005

\*\*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) 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 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.

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