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

FORM 10–Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2012

Commission File Number 1-4422

ROLLINS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**51-0068479**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2170 Piedmont Road, N.E., Atlanta, Georgia
(Address of principal executive offices)

30324
(Zip Code)

(404) 888-2000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes☐ No ☒

Rollins, Inc. had 146,803,259 shares of its $1 par value Common Stock outstanding as of April 15, 2012.

ROLLINS, INC. AND SUBSIDIARIES

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ROLLINS, INC. AND SUBSIDIARIES

PART 1 FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS OF MARCH 31, 2012 AND DECEMBER 31, 2011
(in thousands except share data)

	March 31, 2012 (unaudited)	December 31, 2011
ASSETS		
Cash and cash equivalents	**$ 59,684**	$ 46,275
Trade receivables, short-term, net of allowance for doubtful accounts of $5,111 and $6,738, respectively	**63,790**	61,687
Financed receivables, short-term, net of allowance for doubtful accounts of $1,696 and $1,691, respectively	**11,386**	11,659
Materials and supplies	**10,874**	11,125
Deferred income taxes, net	**29,718**	31,272
Other current assets	**15,123**	13,804
Total Current Assets	**190,575**	175,822
Equipment and property, net	**77,146**	76,858
Goodwill	**211,237**	211,019
Customer contracts and other intangible assets, net	**139,580**	137,526
Deferred income taxes, net	**21,775**	22,604
Financed receivables, long-term, net of allowance for doubtful accounts of $1,354 and $1,309, respectively	**11,441**	11,298
Other assets	**11,052**	10,523
Total Assets	**$ 662,806**	$ 645,650
LIABILITIES		
Accounts payable	**19,214**	22,584
Accrued insurance	**20,430**	21,844
Accrued compensation and related liabilities	**52,592**	61,137
Unearned revenues	**92,778**	85,636
Other current liabilities	**43,569**	34,650
Total current liabilities	**228,583**	225,851
Accrued insurance, less current portion	**30,203**	27,516
Accrued pension	**29,850**	31,867
Long-term accrued liabilities	**37,915**	36,419
Total Liabilities	**326,551**	321,653
Commitments and Contingencies		
STOCKHOLDERS' EQUITY		
Preferred stock, without par value; 500,000 authorized, zero shares issued	**—**	—
Common stock, par value $1 per share; 250,000,000 shares authorized, 146,803,259 and 146,250,934 shares issued, respectively	**146,803**	146,251
Paid in capital	**37,539**	36,554
Accumulated other comprehensive loss	**(47,460)**	(48,090)
Retained earnings	**199,373**	189,282
Total Stockholders' Equity	**336,255**	323,997
Total Liabilities and Stockholders' Equity	**$ 662,806**	$ 645,650

The accompanying notes are an integral part of these condensed consolidated financial statements.

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ROLLINS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011
(in thousands except share data)
(unaudited)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
REVENUES		
Customer services	$ **289,465**	$ 271,643
COSTS AND EXPENSES		
Cost of services provided	**148,082**	140,898
Depreciation and amortization	**9,767**	9,200
Sales, general and administrative	**94,824**	91,498
Interest expense	**51**	192
INCOME BEFORE INCOME TAXES	**36,741**	29,855
PROVISION FOR INCOME TAXES	**13,661**	11,215
NET INCOME	$ **23,080**	$ 18,640
NET INCOME PER SHARE - BASIC	$ **0.16**	$ 0.13
NET INCOME PER SHARE - DILUTED	$ **0.16**	$ 0.13
DIVIDENDS PAID PER SHARE	$ **0.08**	$ 0.07
Weighted average participating shares outstanding - basic	**146,697**	147,473
Dilutive effect of stock options	**17**	97
Weighted average participating shares outstanding — assuming dilution	**146,714**	147,570

The accompanying notes are an integral part of these condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011
(in thousands)
(unaudited)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
NET INCOME	$ **23,080**	$ 18,640
Other comprehensive earnings (loss), net of tax		
Foreign currency translation adjustments	**630**	687
Other comprehensive earnings (loss)	**630**	687
Comprehensive earnings	$ **23,710**	$ 19,327

The accompanying notes are an integral part of these condensed consolidated financial statements.

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ROLLINS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011
(in thousands)
(unaudited)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
OPERATING ACTIVITIES		
Net Income	$ **23,080**	$ 18,640
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**9,767**	9,200
Provision for deferred income taxes	**2,506**	487
Provision for bad debts	**112**	862
Stock based compensation expense	**2,372**	1,882
Excess tax benefits from share-based payments	**(2,590)**	(70)
Other, net	**(58)**	(107)
Changes in operating assets and liabilities	**1,900**	2,060
Net cash provided by operating activities	**37,089**	32,954
INVESTING ACTIVITIES		
Cash used for acquisitions of companies, net of cash acquired	**(6,826)**	(4,413)
Purchases of equipment and property	**(3,714)**	(3,345)
Other	**142**	160
Net cash used in investing activities	**(10,398)**	(7,598)
FINANCING ACTIVITIES		
Repayments, under line of credit agreement, net	—	(1,000)
Cash paid for common stock purchased	**(4,688)**	(7,710)
Dividends paid	**(11,726)**	(10,318)
Changes in cash overdraft position, net	—	(4,500)

Principal payments on capital lease obligations	**—**	(20)
Excess tax benefits from share-based payments	**2,590**	70
Net cash used in financing activities	**(13,824)**	(23,478)
Effect of exchange rate changes on cash	**542**	549
Net increase in cash and cash equivalents	**13,409**	2,427
Cash and cash equivalents at beginning of period	**46,275**	20,913
Cash and cash equivalents at end of period	**$ 59,684**	$ 23,340

The accompanying notes are an integral part of these condensed consolidated financial statements.

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ROLLINS, INC. AND SUBSIDIARIES

NOTE 1. BASIS OF PREPARATION AND OTHER

Basis of Preparation -The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. There has been no material change in the information disclosed in the notes to the consolidated financial statements included in the Annual Report on Form 10-K of Rollins, Inc. (the "Company") for the year ended December 31, 2011. Accordingly, the quarterly condensed consolidated financial statements and related disclosures herein should be read in conjunction with the 2011 Annual Report on Form 10-K.

The preparation of interim financial statements requires management to make estimates and assumptions for the amounts reported in the condensed consolidated financial statements. Specifically, the Company makes estimates in its interim condensed consolidated financial statements for the termite accrual which includes future costs including termiticide life expectancy and government regulations, the insurance accrual which includes self insurance and worker's compensation, inventory adjustments, discounts and volume incentives earned, among others.

In the opinion of management, all adjustments necessary for a fair presentation of the Company's financial results for the interim periods have been made. These adjustments are of a normal recurring nature. The results of operations for the three month period ended March 31, 2012 are not necessarily indicative of results for the entire year.

The Company has only one reportable segment, its pest and termite control business. The Company's results of operations and its financial condition are not reliant upon any single customer, or a few customers, or the Company's foreign operations.

NOTE 2. RECENT ACCOUNTING PRONOUNCEMENTS

New Accounting Standards

Recently issued accounting standards to be adopted

In June 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2011-05, Presentation of Comprehensive Income (ASU 2011-05). This standard eliminated the option to report other comprehensive income and its components in the statement of changes in equity. Under this standard, an entity can elect to present items of net income and other comprehensive income in one continuous statement — referred to as the statement of comprehensive income — or in two separate, but consecutive, statements. In December 2011, the FASB issued Accounting Standards Update No. 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-12). ASU 2011-12 defers the effective date of the requirement in ASU 2011-05 to disclose on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income. All other requirements of ASU 2011-05 are not affected by ASU 2011-12. The Company adopted ASU 2011-05 effective December 31, 2011 and indefinitely deferred certain disclosures as allowed under ASU 2011-12. ASU 2011-05 did not have a material impact on the Company's consolidated financial position, results of operations, or cash flows. The expiration of deferral allowed by ASU 2011-12 is not expected to have a significant impact on our consolidated financial statements.

NOTE 3. EARNINGS PER SHARE

The Company follows ASC 260, *Earnings Per Share* (ASC 260) that requires the reporting of both basic and diluted earnings (loss) per share. Basic earnings (loss) per share is computed by dividing net income available to participating common stockholders by the weighted average number of participating common shares outstanding for the period. The calculation of diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. In accordance with ASC 260, any anti-dilutive effects on net earnings (loss) per share,of which there were none at March 31, 2012 or March 31, 2011 are excluded.

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Basic and diluted earnings per share attributable to common and restricted shares of common stock for the period were as follows:

	Three Months Ended March 31,	
	2012	**2011**
Basic earnings per share		
Common stock	**$ 0.16**	$ 0.13
Restricted shares of common stock	**$ 0.15**	$ 0.12
Total shares of common stock	**$ 0.16**	$ 0.13
Diluted earnings per share		
Common stock	**$ 0.16**	$ 0.13
Restricted shares of common stock	**$ 0.15**	$ 0.12
Total shares of common stock	**$ 0.16**	$ 0.13

NOTE 4. CONTINGENCIES

In the normal course of business, certain of the Company's subsidiaries are defendants in a number of lawsuits or arbitrations, which allege that plaintiffs have been damaged as a result of the rendering of services by the defendant subsidiary. The subsidiaries are actively contesting these actions. Some lawsuits have been filed (John Maciel v. Orkin, Inc., et al.; Douglas F. Bracho, Jr. v. Orkin, Inc.; Jennifer M. Welsh et al. v. Orkin, LLC, et al.; and Jennifer Thompson and Janet Flood v. Philadelphia Management Company, Parkway Associated, Parkway House Apartments, Barbara Williams, and Western Pest Services) in which the plaintiffs are seeking certification of a class. These cases originate in California, South Carolina (Welsh), and Pennsylvania (Flood), respectively. The Maciel lawsuit, a wage and hour related matter, was filed in the Superior Court of Los Angeles County, California. The Bracho lawsuit, a matter related to payroll deductions for use of Company vehicles, was filed in the Superior Court of Orange County, California. The Welsh lawsuit, a termite service related matter, was filed in the Court of Common Pleas Fourteenth Judicial Circuit, County of Beaufort, South Carolina. The Flood lawsuit, a bed bug service related matter filed by residents of an apartment complex, was filed in the Court of Common Pleas of Philadelphia County, Pennsylvania. None of these matters has been scheduled for a class certification hearing. Additionally, the Company and a subsidiary, The Industrial Fumigant Company, LLC, are named defendants in Severn Peanut Co. and Meherrin Agriculture & Chemical Co. v. Industrial Fumigant Co., et al. The Severn lawsuit, a matter related to a fumigation service, has been filed in the Northern Division of the United States District Court for the Eastern District of North Carolina. The plaintiffs are seeking damages for breach of contract and negligence. The Company believes these matters are without merit and intends to vigorously contest certification and defend itself through trial or arbitration, if necessary. The Company does not believe that any pending claim, proceeding or litigation, either alone or in the aggregate, will have a material adverse effect on the Company's financial position, results of operations or liquidity; however, it is possible that an unfavorable outcome of some or all of the matters, however unlikely, could result in a charge that might be material to the results of an individual quarter or year.

Orkin, LLC is involved in certain environmental matters primarily arising in the normal course of business. In the opinion of management, the Company's liability under any of these matters would not and did not materially affect its financial condition, results of operations or liquidity.

NOTE 5. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, short-term investments, trade and notes receivables, accounts payable and other short-term liabilities. The carrying amounts of these financial instruments approximate their fair values. The Company has a Revolving Credit Agreement with SunTrust Bank and Bank of America, N.A. for an unsecured line of credit of up to $175.0 million, which includes a $75.0 million letter of credit subfacility and a $10.0 million swingline subfacility. At March 31, 2012, there were no outstanding borrowings.

NOTE 6. STOCKHOLDERS' EQUITY

During the quarter ended March 31, 2012 the Company paid $11.7 million or $0.08 per share in cash dividends compared to $10.3 million or $0.07 per share during the quarter ended March 31, 2011. During the first quarter ended March 31, 2012, the Company repurchased 68,000 shares of its $1 par value common stock at a weighted average price of $19.58 per share

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compared to 256,284 shares purchased at a weighted average price of $18.90 per share for the same period in 2011. Rollins, Inc. has had a buyback program in place for a number of years and has routinely purchased shares when it felt the opportunity was desirable. The Board authorized the purchase of 7.5 million additional shares of the Company's common stock in October 2008. This authorization enables the Company to continue the purchase of Rollins, Inc. common stock when appropriate, which is an important benefit, resulting from the Company's strong cash flows. The stock buy-back program has no expiration date. In total, 1.0 million additional shares may be purchased under its share repurchase program.

As more fully discussed in Note 13 of the Company's notes to the consolidated financial statements in its 2011 Annual Report on Form 10-K stock options, time lapse restricted shares (TLRS's) and restricted stock units have been issued to officers and other management employees under the Company's Employee Stock Incentive Plans. The stock options generally vest over a five-year period and expire ten years from the issuance date.

During the first quarter ended March 31, 2012, approximately 13,000 shares of common stock were issued upon exercise of stock options by employees compared to approximately 10,000 shares for the prior year quarter. The Company issues new shares from its authorized but unissued share pool. At March 31, 2012 approximately 4.4 million shares of the Company's common stock were reserved for issuance.

The following table summarizes the components of the Company's stock-based compensation programs recorded as expense:

	Three Months Ended March 31,	
(in thousands)	**2012**	**2011**
Time lapse restricted stock:		
Pre-tax compensation expense	**$ 2,372**	$ 1,882
Tax benefit	**(913)**	(724)
Restricted stock expense, net of tax	**$ 1,459**	$ 1,158

Options activity outstanding under the Company's stock option plan as of March 31, 2012 and changes during the three months ended March 31, 2012, were as follows:

(in thousands except per share data)	**Shares**	**Weighted-Average Exercise Price**	**Weighted-Average Remaining Contractual Term (in years)**	**Aggregate Intrinsic Value**
Outstanding at December 31, 2011	33	$ 5.26	0.93	$ 553
Exercised	(13)	4.86		
Outstanding at March 31, 2012	**20**	**5.52**	**0.83**	**311**
Exercisable at March 31, 2012	**20**	**$ 5.52**	**0.83**	**$ 311**

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of the period and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on that day. The amount of aggregate intrinsic value will change based on the fair market value of the Company's stock.

The aggregate intrinsic value of options exercised during the three months ended March 31, 2012 and March 31, 2011 was $217 thousand and $34 thousand, respectively. Exercise of options through the first quarter ended March 31, 2012 and 2011 resulted in cash receipts of less than $10 thousand for each year, respectively. The Company recognized a tax benefit of approximately $2.6 million and $70 thousand during the first quarters ended March 31, 2012 and 2011, respectively, which were recorded as an increase to paid-in capital.

The following table summarizes information on unvested restricted stock outstanding as of March 31, 2012:

(in thousands except per share data)	Number of Shares		Weighted-Average Grant-Date Fair Value
Unvested Restricted Stock Units at December 31, 2011	2,686	$	13.31
Forfeited	(15)		19.30
Vested	(564)		10.88
Granted	776		22.69
Unvested Restricted Stock Units at March 31, 2012	**2,883**	**$**	**16.28**

At March 31, 2012 and December 31, 2011, the Company had $39.4 million and $24.4 million of total unrecognized compensation cost, respectively, related to time-lapse restricted shares that are expected to be recognized over weighted average periods of approximately 4.3 years and 4.1 years, respectively.

NOTE 7. PENSION AND POST RETIREMENT BENEFIT PLANS

The following table represents the net periodic pension benefit costs and related components in accordance with FASB ASC 715 *"Compensation - Retirement Benefits":*

Components of Net Pension Benefit Gain

(in thousands)	Three Months Ended March 31, 2012		Three Months Ended March 31, 2011	
Interest and service cost	**$**	**2,337**	$	2,520
Expected return on plan assets		**(2,961)**		(3,016)
Amortization of net loss		**632**		450
Net periodic benefit gain	**$**	**8**	$	(46)

During the three months ended March 31, 2012 and 2011, the Company made contributions of $2.1 million and $4.1 million, respectively, to its defined benefit retirement plans (the "Plans"). The Company made $4.9 million in contributions for the year ended December 31, 2011 and is considering making further contributions to the Plans of approximately $2.9 million during the fiscal year ending December 31, 2012.

NOTE 8. ACQUISITIONS

The Company made several acquisitions during the three month periods ended March 31, 2012 and 2011, none of which are considered material in nature individually or in total.

Goodwill from acquisitions represents the excess of the purchase price over the fair value of net assets of businesses acquired. The carrying amount of goodwill was $211.2 million at March 31, 2012 and $211.0 million at December 31, 2011. Goodwill generally changes due to acquisitions, finalization of allocation of purchase prices of previous acquisitions and foreign currency translations. The carrying amount of goodwill in foreign countries was $9.8 million at March 31, 2012 and $9.6 million at December 31, 2011.

The Company completed its most recent annual impairment analyses as of September 30, 2011. Based upon the results of these analyses, the Company has concluded that no impairment of its goodwill or other intangible assets was indicated.

The carrying amount of customer contracts and other intangible assets was $139.6 million as of March 31, 2012 and $137.5 million at December 31, 2011. The carrying amount of customer contracts and other intangible assets in foreign countries was $6.4 million at March 31, 2012 and $6.5 million at December 31, 2011.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

On April 25, 2012, Rollins, Inc. reported its 24th consecutive quarter of improved operating earnings with net income of $23.1 million for the quarter ended March 31, 2012, as compared to $18.6 million for the prior year quarter, a 23.8% improvement. Revenues increased 6.6% to $289.5 million for the quarter as compared to $271.6 million for the prior year quarter. Earnings for the quarter ended March 31, 2012 were $0.16 per diluted share, a 23.1% improvement over the $0.13 per diluted share reported the prior year quarter. Unprecedented warm weather in the United States resulted in early pest activity combined with our successful marketing and sales programs drove record inquiries across all of the Company's brands. Rollins experienced a record first quarter in both revenues and earnings.

Rollins continues its solid financial performance generating $37.1 million in cash from operations year to date. The Company repurchased 68,000 shares of common stock at a weighted average price of $19.58 per share during the first quarter. In total, approximately 1.0 million additional shares may be repurchased under the Company's share purchase program.

Results of Operations

(in thousands)	Three Months Ended March 31, 2012		Three Months Ended March 31, 2011		%Better/ (worse) as compared to same quarter in prior year
Revenues	**$**	**289,465**	$	271,643	6.6%
Cost of services provided		**148,082**		140,898	(5.1)
Depreciation and amortization		**9,767**		9,200	(6.2)
Sales, general and administrative		**94,824**		91,498	(3.6)
Interest expense		**51**		192	73.4
Income before income taxes		**36,741**		29,855	23.1
Provision for income taxes		**13,661**		11,215	(21.8)

Net Income	**$**	**23,080**	$	18,640	23.8	%

THREE MONTHS ENDED MARCH 31, 2012 COMPARED TO THREE MONTHS ENDED MARCH 31, 2011

Revenues for the first quarter ended March 31, 2012 increased $17.8 million to $289.5 million or 6.6% compared to $271.6 million for the quarter ended March 31, 2011.

Commercial pest control approximates 42% of the Company's revenues during the first quarter ended March 31, 2012 and grew 3.1% for the quarter compared to the quarter ended March 31, 2011. The Company's commercial fumigations service, which is included in total commercial pest control revenue, was down 3.8% compared to the same period in 2011.

Residential pest control service which represents approximately 40% of Rollins' revenues during the first quarter ended March 31, 2012, increased 8.2% compared to the same period in 2011 due to the success of the Company's marketing and early pest activity.

Termite service revenue, which is approximately 18% of Rollins' business for the first quarter ended March 31, 2012, increased 10.5% compared to the same period in 2011 due to new sales programs and early termite activity. Termite service revenue is more dependent on new sales compared to pest control, as approximately half of its revenues are recurring, resulting from renewals and monitoring.

Foreign operations accounted for approximately 8% of total revenues during the first quarter of 2012 and 2011.

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Revenues are impacted by the seasonal nature of the Company's pest and termite control services. The increase in pest activity, as well as the metamorphosis of termites in the spring and summer (the occurrence of which is determined by the change in seasons), has historically resulted in an increase in the Company's revenues as evidenced by the following chart:

Consolidated Net Revenues
(in thousands)

		2012		2011		2010
First Quarter	**$**	**289,465**	$	271,643	$	253,041
Second Quarter		**N/A**		320,436		298,803
Third Quarter		**N/A**		323,929		305,118
Fourth Quarter		**N/A**		289,056		279,928
Year ended December 31,	**$**	**N/A**	$	1,205,064	$	1,136,890

Cost of Services provided for the first quarter ended March 31, 2012 increased $7.2 million or 5.1% to $148.1 million, compared to the quarter ended March 31, 2011. Gross margin for the quarter increased to 48.8% for the first quarter 2012 versus 48.1 % for the prior year quarter. The improvement in operating margin was due to improved productivity, lower personnel related costs as well as reduced insurance and claim cost partially offset by higher cost of fuel.

Depreciation and Amortization expenses for each of the first quarters ended March 31, 2012 and 2011 were 3.4% of revenues, though increasing $0.6 million in 2012. The dollar increase was due primarily to amortization of customer contracts related to small acquisitions that occurred over the past twelve months.

Sales, General and Administrative expenses for the first quarter ended March 31, 2012 increased $3.3 million or 3.6% to $94.8 million, down to 32.8% of revenues, decreasing from 33.7% for the first quarter ended March 31, 2011. The improvement in margin percent is due to continued leveraging of administrative salaries in our call centers, reductions in professional services, and a reduction in bad debt expense.

Interest expense, net for the first quarter ended March 31, 2012 decreased to $51 thousand compared to $192 thousand for the first quarter ended March 31, 2011.

Income Taxes for the first quarter ended March 31, 2012 increased to $13.7 million, a 21.8% increase from $11.2 million reported first quarter 2011, and reflects increased pre-tax income over the prior year period. The effective tax rate was 37.2% for the first quarter ended March 31, 2012 versus 37.6% for the first quarter ended March 31, 2011, primarily due to differences in state tax rates.

Liquidity and Capital Resources

Cash and Cash Flow

(in thousands)	Three Months Ended March 31, 2012		2011	
Net cash provided by operating activities	**$**	**37,089**	$	32,954
Net cash used in investing activities		**(10,398)**		(7,598)
Net cash used in financing activities		**(13,824)**		(23,478)
Effect of exchange rate changes on cash		**542**		549
Net increase in cash and cash equivalents		**13,409**		2,427
Cash and cash equivalents at beginning of period		**46,275**		20,913
Cash and cash equivalents at end of period	**$**	**59,684**	$	23,340

The Company believes its current cash and cash equivalents balances, future cash flows expected to be generated from operating activities and available borrowings under its $175.0 million credit facility will be sufficient to finance its current operations and obligations, and fund expansion of the business for the foreseeable future. The Company's operating activities generated net cash of $37.1 million for the three months ended March 31, 2012, compared with cash provided by operating activities of $33.0 million for the same period in 2011.

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The Company made contributions of $2.1 million and $4.1 million to its defined benefit retirement plans (the "Plans") during the three months ended March 31, 2012 and 2011, respectively. In the opinion of management, Plan contributions will not have a material effect on the Company's financial position, results of operations or liquidity.

The Company invested approximately $3.7 million in capital expenditures during the three months ended March 31, 2012, compared to $3.3 million during the same period in 2011, and expects to invest approximately $12.0 million for the remainder of 2012. Capital expenditures for the first three months consisted primarily of the purchase of equipment replacements and technology related projects. During the three months ended March 31, 2012, the Company made expenditures for acquisitions totaling $6.8 million, compared to $4.4 million during the same period in 2011. A total of $11.7 million was paid in cash dividends ($0.08 per share) during the first three months of 2012, compared to $10.3 million or ($0.07 per share) during the same period in 2011. The Company repurchased 68 thousand shares during the first three months of 2012 of its $1 par value common stock at a weighted average price of $19.58 compared to 256 thousand shares at a weighted average price of $18.90 during the first three months of 2011. The acquisitions, capital expenditures and cash dividends were funded through existing cash balances and operating activities. In total, approximately 1.0 million additional shares may be repurchased under the Company's share purchase program.

Rollins' balance sheet as of March 31, 2012 and December 31, 2011, includes short-term unearned revenues of $92.8 million and $85.6 million, respectively, representing approximately 8% and 7%, respectively, of our annual revenue. This represents cash paid to the Company by its customers in advance of services that will be recognized over the next twelve months.

The Company's $59.7 million of total cash at March 31, 2012, is primarily cash held at various banking institutions. Approximately $26.4 million is held in cash accounts at international bank institutions and the remaining $33.3 million is primarily held in non-interest-bearing accounts at various domestic banks. In July 2010, President Obama signed into law the Dodd-Frank Act, which again led to changes in FDIC deposit guarantees. Beginning January 1, 2011 and lasting through December 31, 2012, all funds held in noninterest-bearing transaction accounts at insured depository institutions will automatically be fully insured, without limit. This applies to all of our domestic accounts where we have balances.

On March 28, 2008, the Company entered into a Revolving Credit Agreement with SunTrust Bank and Bank of America, N.A. for an unsecured line of credit of up to $175 million, which includes a $75 million letter of credit subfacility, and a $10 million swingline subfacility. The Company had no outstanding borrowings under this credit facility as of March 31, 2012. The Company remained in compliance with applicable debt covenants through the date of this filing and expects to maintain compliance through 2012.

Litigation

In the normal course of business, certain of the Company's subsidiaries are defendants in a number of lawsuits or arbitrations, which allege that plaintiffs have been damaged as a result of the rendering of services by the defendant subsidiary. The subsidiaries are actively contesting these actions. Some lawsuits have been filed (John Maciel v. Orkin, Inc., et al.; Douglas F. Bracho, Jr. v. Orkin, Inc.; Jennifer M. Welsh et al. v. Orkin, LLC, et al.; and Jennifer Thompson and Janet Flood v. Philadelphia Management Company, Parkway Associated, Parkway House Apartments, Barbara Williams, and Western Pest Services) in which the plaintiffs are seeking certification of a class. These cases originate in California, South Carolina (Welsh), and Pennsylvania (Flood), respectively. The Maciel lawsuit, a wage and hour related matter, was filed in the Superior Court of Los Angeles County, California. The Bracho lawsuit, a matter related to payroll deductions for use of Company vehicles, was filed in the Superior Court of Orange County, California. The Welsh lawsuit, a termite service related matter, was filed in the Court of Common Pleas Fourteenth Judicial Circuit, County of Beaufort, South Carolina. The Flood lawsuit, a bed bug service related matter filed by residents of an apartment complex, was filed in the Court of Common Pleas of Philadelphia County, Pennsylvania. None of these matters has been scheduled for a class certification hearing. Additionally, the Company and a subsidiary, The Industrial Fumigant Company, LLC, are named defendants in Severn Peanut Co. and Meherrin Agriculture & Chemical Co. v. Industrial Fumigant Co., et al The Severn lawsuit, a matter related to a fumigation service, has been filed in the Northern Division of the United States District Court for the Eastern District of North Carolina. The plaintiffs are seeking damages for breach of contract and negligence. The Company believes these matters are without merit and intends to vigorously contest certification and defend itself through trial or arbitration, if necessary. For further discussion, see Note 4 to the accompanying financial statements.

The Company does not believe that any pending claim, proceeding or litigation, either alone or in the aggregate, will have a material adverse effect on the Company's financial position, results of operations or liquidity; however, it is possible that an

unfavorable outcome of some or all of the matters, however unlikely, could result in a charge that might be material to the results of an individual quarter or year.

Critical Accounting Policies

There have been no changes to the Company's critical accounting policies since the filing of its Form 10-K for the year ended December 31, 2011.

New Accounting Standards

See Note 2 of the Notes to Condensed Consolidated Financial Statements for a description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on results of operations and financial condition.

Forward-Looking Statements

This Quarterly Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, without limitation, the effect of the future adoption of recent accounting pronouncements on the Company's financial statements; statements regarding management's expectation regarding the effect of the ultimate resolution of pending legal actions on the Company's financial position, results of operation and liquidity; management's belief that future costs of the Company for environmental matters will not be material to the Company's financial condition, operating results, and liquidity; the Company's belief that its current cash and cash equivalent balances, future cash flows expected to be generated from operating activities and available borrowings will be sufficient to finance its current operations and obligations, and fund planned investments for expansion of the business for the foreseeable future; possible defined benefit retirement plan contributions and their effect on the Company's financial position, results of operations and liquidity; estimated 2012 capital expenditures; the Company's expectation to maintain compliance with debt covenants; and the Company's belief that interest rate exposure and foreign exchange rate risk will not have a material effect on the Company's results of operations going forward. The actual results of the Company could differ materially from those indicated by the forward-looking statements because of various risks and uncertainties including, without limitation, the possibility of an adverse ruling against the Company in pending litigation; general economic conditions; market risk; changes in industry practices or technologies; the degree of success of the Company's termite process and pest control selling and treatment methods; the Company's ability to identify and integrate potential acquisitions; climate and weather conditions; competitive factors and pricing practices; our ability to attract and retain skilled workers, and potential increases in labor costs; and changes in various government laws and regulations, including environmental regulations. All of the foregoing risks and uncertainties are beyond the ability of the Company to control, and in many cases the Company cannot predict the risks and uncertainties that could cause its actual results to differ materially from those indicated by the forward-looking statements. A more detailed discussion of potential risks facing the Company can be found in the Company's Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2011. The Company does not undertake to update its forward looking statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As of March 31, 2012, the Company maintained an investment portfolio (included in cash and cash equivalents) subject to short-term interest rate risk exposure. The Company is subject to interest rate risk exposure through borrowings on its $175 million credit facility. The Company is also exposed to market risks arising from changes in foreign exchange rates. The Company believes that this foreign exchange rate risk will not have a material impact upon the Company's results of operations going forward.

There have been no material changes to the Company's market risk exposure since the end of fiscal year 2011.

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of March 31, 2012. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level such that the material information relating to Rollins, Inc., including our consolidated subsidiaries, and required to be included in our Securities and Exchange Commission ("SEC")

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reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and was made known to them by others within those entities, particularly during the period when this report was being prepared.

In addition, management's quarterly evaluation identified no changes in our internal control over financial reporting during the first quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. As of March 31, 2012 we did not identify any material weaknesses in our internal controls, and therefore no corrective actions were taken.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

See Note 4 to Part I, Item 1 for discussion of certain litigation.

Item 1A. Risk Factors

See the Company's risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Shares repurchased by Rollins and affiliated purchases during the first quarter ended March 31, 2012 were as follows:

Period	Total Number of shares Purchased (1)	Weighted-Average Price paid per Share	Total number of shares purchased as part of publicly announced repurchases (2)	Maximum number of shares that may yet be purchased under the repurchase plans (2)
January 1 to 31, 2012	829	$ 22.28	—	1,079,964
February 1 to 29, 2012	2,068	21.36	—	1,079,964
March 1 to 31, 2012	68,000	19.58	68,000	1,079,964
Total	70,897	$ 19.66	68,000	1,011,964

(1) Includes repurchases in connection with exercise of employee stock options in the following amount: January 2012: 829; February 2012: 2,068; March 2012: 0.

(2) On October 28, 2008, the Board of Directors announced that it had authorized the repurchase of 7.5 million shares of the Company's common stock. The authorization for this repurchase plan continues until all such shares have been repurchased or the repurchase plan is terminated by action of the Board of Directors. Approximately 1.0 million shares authorized in the 2008 plan remain available to be purchased by the Company. There were no other publicly announced plans as of March 31, 2012.

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Item 6. Exhibits.

(a) Exhibits

(3) (i) (A) Restated Certificate of Incorporation of Rollins, Inc. dated July 28, 1981, incorporated herein by reference to Exhibit (3)(i)(A) as filed with the registrant's Form 10-Q filed August 1, 2006.

(B) Certificate of Amendment of Certificate of Incorporation of Rollins, Inc. dated August 20, 1987, incorporated herein by reference to Exhibit (3)(i)(B) to the registrant's Form 10-K for the year ended December 31, 2004.

(C) Certificate of Change of Location of Registered Office and of Registered Agent dated March 22, 1994, incorporated herein by reference to Exhibit (3)(i)(C) filed with the registrant's Form 10-Q filed August 1, 2006.

(D) Certificate of Amendment of Certificate of Incorporation of Rollins, Inc. dated April 25, 2006, incorporated herein by reference to Exhibit 3(i)(D) filed with the Registrant's 10-Q filed October 31, 2006.

(E) Certificate of Amendment of Certificate of Incorporation of Rollins, Inc. dated April 26, 2011, incorporated herein by reference to Exhibit 3(i)(E) filed with the Registrant's 10-Q filed October 28, 2011.

(ii) Amended and Restated By-laws of Rollins, Inc., incorporated herein by reference to Exhibit 3.1 as filed with the registrant's Form 8-K dated October 23, 2007.

(4)	Form of Common Stock Certificate of Rollins, Inc., incorporated herein by reference to Exhibit (4) as filed with its Form 10-K for the year ended December 31, 1998.
(10.1)	Form of Time-Lapse Restricted Stock Agreement
(31.1)	Certification of Chief Executive Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(31.2)	Certification of Chief Financial Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(32.1)	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(101.INS)	XBRL Instance Document
(101.SCH)	XBRL Taxonomy Extension Schema Document
(101.CAL)	XBRL Taxonomy Extension Calculation Linkbase Document
(101.DEF)	XBRL Taxonomy Extension Definition Linkbase Document
(101.LAB)	XBRL Taxonomy Extension Label Linkbase Document
(101.PRE)	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ROLLINS, INC.
(Registrant)

Date: April 27, 2012

By: /s/Gary W. Rollins
Gary W. Rollins
Chief Executive Officer, President and Chief Operating Officer
(Principal Executive Officer)

Date: April 27, 2012

By: /s/Harry J. Cynkus
Harry J. Cynkus
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

Exhibit 10.1

ROLLINS, INC.

TIME-LAPSE RESTRICTED STOCK AGREEMENT

TIME-LAPSE RESTRICTED STOCK AGREEMENT made as of the day of , 20 , between Rollins, Inc., a Delaware corporation (hereinafter called the "Company"), and «First_Name» «Last_Name», an employee of the Company or one or more of its subsidiaries (hereinafter called the "Employee").

WHEREAS, the Company desires to grant to the Employee, as an incentive for Employee to promote the interests of the Company and its subsidiaries, «Shares» shares of its Common Stock, par value $1.00 per share (hereinafter called the "Common Stock"), subject to certain continued employment and vesting criteria, pursuant to the terms and provisions of the Company's 2008 Employee Stock Incentive Plan (hereinafter called the "Plan"), as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual covenants hereinafter set forth and Employee's employment by the Company, the parties hereto agree as follows:

THE PLAN. This Agreement is made pursuant to and in accordance with the terms and provisions of the Plan. Anything in this Agreement to the contrary notwithstanding, the terms and provisions of the Plan, all of which are hereby incorporated herein by reference, shall be controlling in the event of any inconsistency herewith.

1. ADMINISTRATION. The Plan shall be administered by a committee of the Board of Directors of the Company, hereinafter referred to as the "Compensation Committee", unless administration of the Plan is assumed by the Board of Directors of the Company. The Compensation Committee is authorized and empowered to administer and interpret the Plan and this Agreement. Any interpretations of this Agreement or of the Plan made by the Compensation Committee shall be final and binding upon the parties hereto.

2. GRANT OF TIME-LAPSE RESTRICTED STOCK. Effective as of , 20 (the "Grant Date"), the Company hereby irrevocably grants to the Employee «Shares» shares of Common Stock, which shares are subject to satisfaction of the vesting requirements and the terms and conditions hereinafter set forth (such shares of Common Stock being hereinafter referred to in the aggregate as the "Time-Lapse Restricted Stock").

3. SERVICE/EMPLOYMENT; VESTING.

(a) All Time-Lapse Restricted Stock shall vest as follows: percent effective on the anniversary of the Grant Date, then percent annually thereafter, and will be fully vested by the anniversary of the Grant Date, but only if, through such date, Employee shall have been in the continuous employ of the Company or a subsidiary thereof, in a position of equivalent or greater responsibility as on the Grant Date.

If Employee's employment with the Company terminates at any time prior to the vesting pursuant to this Section 3 of the Time-Lapse Restricted Stock issued hereunder, he or she shall forfeit all unvested Time-Lapse Restricted Stock, unless the Employee's employment terminates due to his or her (i) Normal Retirement (as defined in the Plan), in which case a portion of such unvested Time-Lapse Restricted Stock pursuant to this Agreement may vest if the Employee has been employed more than months since the Grant Date. In the case of Normal Retirement, the number of shares to vest immediately will be determined by prorating the shares for the current vesting period, defined as the month period prior to each specified anniversary date of this Agreement, on the basis of the number of whole months Employee is employed by the Company during the current vesting period. Note: No shares issued pursuant to this Agreement will vest in the event of Normal Retirement during the first months after the Grant Date or (ii) permanent Disability (as defined in the Plan), in which case a portion of such unvested Time-Lapse Restricted Stock pursuant to this Agreement may vest. In the case of permanent Disability, the number of shares to vest immediately will be determined by prorating the Time-Lapse Restricted Stock by dividing the total number of months elapsed from the Grant Date to the date of permanent Disability by 72, multiplying the result by the aggregate amount of Time-Lapse Restricted Stock pursuant to this Agreement, and reducing the result by any previously vested shares pursuant to this Agreement, if any, or (iii) death, in which case all unvested Time-Lapse Restricted Stock shall vest immediately. The transfer of employment by Employee between the Company and a subsidiary thereof shall not be deemed a termination of employment under the Plan or this Agreement.

(b) Upon the occurrence of a Change in Control, as determined by the Board of Directors, all unvested Time-Lapse Restricted Stock shall vest immediately.

4. ESCROW; DIVIDENDS AND VOTING RIGHTS. Prior to the completion of the vesting periods referenced in Section 3 above, all shares of Time-Lapse Restricted Stock shall be held in escrow by the Company for the benefit of Employee. During such period, prior to any forfeiture of the shares, Employee shall receive all cash dividends declared with respect to the shares held as of the record date and shall have the right to exercise all voting rights with respect to the shares. At the discretion of the Company, any share certificates so held in escrow shall be inscribed with a legend referencing the transfer restrictions contained in this Agreement and any other applicable transfer restrictions. Any share certificates issued pursuant to a stock split or as dividends with respect to the Time-Lapse Restricted Stock held in escrow shall also be held in escrow on the same terms as the Time-Lapse Restricted Stock and shall be released at the same time as, and subject to the same risk of forfeiture as, the shares with respect to which they were issued. Any issued Time-Lapse Restricted Stock which the Employee does not forfeit pursuant to Section 3 above shall be transferred to the Employee free of any forfeiture conditions under the Plan or this Agreement as soon as practicable after the service vesting condition under Section 3 above has been satisfied or no longer applies;

provided, however, that if the Compensation Committee at any time before such transfer reasonably determines that the Employee might have violated any applicable criminal law, the Compensation Committee shall have the right to cause all of Employee's Time-Lapse Restricted Stock then held in escrow to be forfeited, without regard to whether (i) Employee has satisfied the service vesting condition set forth in Section 3 before the date the Compensation Committee makes such determination, or (ii) Employee's employment is (or might have been) terminated as a result of such conduct.

5. NON-TRANSFERABILITY. No Time-Lapse Restricted Stock granted pursuant to this Agreement shall be assignable or transferable, and such Time-Lapse Restricted Stock shall not be subject to execution, attachment or other process, until that date on which the Time-Lapse Restricted Stock vests pursuant to Section 3 above. Any attempt by the employee to alienate, assign, pledge, hypothecate or otherwise dispose of the Employee's interest in this Agreement or any Restricted Stock prior to its becoming fully vested shall be ineffective and shall permit the Company to terminate this Agreement and cause the forfeiture of any unvested shares. The Company may, at its discretion, place a legend to such effect on the certificates representing the shares of Time-Lapse Restricted Stock and issue appropriate stop transfer instructions to the Company's transfer agent.

6. CHANGE IN CAPITALIZATION. If there are any changes in the capitalization of the Company affecting in any manner the number or kind of outstanding shares of Common Stock of the Company, whether such changes occur by declaration of a stock dividend or stock split or in the event of any merger, reorganization, consolidation, or similar event, such substitute or adjustment shall be made in the shares subject to this Time-Lapse Restricted Stock award as may be determined to be appropriate by the Compensation Committee, in its sole discretion, provided that the number of shares subject to any Award shall always be a whole number. To the extent that the foregoing adjustments relate to stock or securities of the Company, such adjustments shall be made by the Board of Directors, whose determination in

that respect shall be final, binding and conclusive. The Compensation Committee need not treat other holders of Time-Lapse Restricted Stock in the same manner as Employee is treated.

7. REQUIREMENTS OF LAW. If any law, regulation of the Securities and Exchange Commission, or any regulation of any other commission or agency having jurisdiction shall require the Company or the Employee to take any action prior to the issuance or release from escrow of any shares of Time-Lapse Restricted Stock, then the date upon which the Company shall deliver or cause to be issued or released from escrow the certificate or certificates for such shares of Time-Lapse Restricted Stock shall be postponed until full compliance has been made with all such requirements or law or regulations. Further, at or before the time of issuance of any shares of Time-Lapse Restricted Stock, the Employee shall, if requested by the Company, deliver to the Company his/her written statement that he/she intends to hold such shares for investment and not with a view to resale or other distribution thereof to the public. Further, in the event the Company shall determine that, in compliance with the Securities Act of 1933, as amended, or other applicable statute or regulation, it is necessary to register any of the shares of Time-Lapse Restricted Stock, or to qualify any such shares for exemption from

any of the requirements of the Securities Act of 1933, as amended, or other applicable statute or regulations, then the Company shall take such action at its own expense, but not until such action has been completed shall the shares be issued in the name of the Employee.

8. WITHHOLDING. The Company shall have the power and the right to deduct or withhold or require an Employee to remit to the Company, an amount (including any shares of Common Stock withheld as provided herein) sufficient to satisfy Federal, state and local taxes (including the Employee's FICA obligation) required by law to be withheld with respect to vesting of Time-Lapse Restricted Stock pursuant to this agreement. With the Company's consent, the Employee may elect that such tax-withholding requirements be satisfied, in whole or in part, (1) by tendering shares of Common Stock held by the Employee at least twelve (12) months prior to their tender or (2) through a reduction in the number of shares of Time-Lapse Restricted Stock issued or transferred to the Employee. Any such election shall be irrevocable, made in writing and acknowledged by the Employee. The Company reserves the right to reduce the number of shares of Time-Lapse Restricted Stock issued or transferred to the Employee in order to satisfy such minimum applicable tax withholding requirements.

9. NO EFFECT ON EMPLOYMENT. Nothing herein shall be construed to grant Employee the right to continued employment with the Company or to limit or restrict the right of the Company or any of its subsidiaries to terminate an Employee's employment at any time, with or without cause, or to increase or decrease the compensation of the Employee from the rate in existence at the date hereof.

10. GOVERNING LAW. This Agreement and all awards made and actions taken hereunder shall be governed by and construed in accordance with the Delaware General Corporation Law, to the extent applicable, and in accordance with the laws of the State of Georgia in all other respects.

IN WITNESS WHEREOF, the Company has caused this Time-Lapse Restricted Stock Agreement to be duly executed by an authorized officer, and the Employee has hereunto set his/her hand, all as of the day and year first above written.

ROLLINS, INC.

By: ____________________________
Its: President

____
Employee Signature

____
Employee Printed Name

Exhibit 31.1

I, Gary W. Rollins, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rollins, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2012

/s/Gary W. Rollins
Gary W. Rollins, Chief Executive Officer, President and Chief Operating Officer
(Principle Executive Officer)

Exhibit 31.2

I, Harry J. Cynkus, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Rollins, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 27, 2012

/s/Harry J. Cynkus
Harry J. Cynkus
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION OF PERIODIC FINANCIAL REPORTS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Rollins, Inc., a Delaware corporation (the "Company"), on Form 10-Q for the period ended March 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certifies, pursuant to 18 U.S.C. sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 27, 2012	By:	/s/Gary W. Rollins Gary W. Rollins Chief Executive Officer, President and Chief Operating Officer (Principle Executive Officer)
Date: April 27, 2012	By:	/s/Harry J. Cynkus Harry J. Cynkus Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)

This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.