

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **October 28, 2009**

ROLLINS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-4422
(Commission File Number)

51-0068479
(I.R.S. Employer Identification No.)

2170 Piedmont Road, N.E., Atlanta, Georgia 30324
(Address of principal executive offices) (Zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On October 28, 2009, the Company issued a press release announcing its results for the third quarter ended September 30, 2009. The Company hereby incorporates by reference herein the information set forth in its Press Release dated October 28, 2009, a copy of which is attached hereto as Exhibit 99.1. Except as otherwise provided in the press release, the press release speaks only as of the date of such press release and such press release shall not create any implication that the affairs of the Company have continued unchanged since such date.

Except for the historical information contained in this report, the statements made by the Company are forward-looking statements that involve risks and uncertainties. All such statements are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. The Company's future performance could differ significantly from the expectations of management and from results expressed or implied in the Press Release. See the risk factors contained in the Press Release for a discussion of certain risks and uncertainties that may impact such forward-looking statements. For further information on other risk factors, please refer to the "Risk Factors" contained in the Company's Form 10-K for the year ended December 31, 2008 filed with the Securities and Exchange Commission. The Company disclaims any obligation or duty to update or modify these forward-looking statements.

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release Dated October 28, 2009.

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SIGNATURES

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

ROLLINS, INC.

Date: October 28, 2009

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

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FOR IMMEDIATE RELEASE

**ROLLINS, INC. REPORTS THIRD QUARTER 2009
FINANCIAL RESULTS**14th Consecutive Quarter of Improved Earnings Results

ATLANTA, GEORGIA, October 28, 2009: Rollins, Inc. (NYSE:ROL), a premier North American consumer and commercial services company, today reported unaudited financial results for its third quarter ended September 30, 2009. Revenues for the third quarter of 2009 grew 3.2% to \$286.9 million compared to \$277.9 million for the third quarter of 2008.

Net income increased 14.8% to \$22.7 million or \$0.23 per diluted share for the third quarter compared to \$19.8 million or \$0.20 per diluted share for the same period last year.

The Company repurchased 146,300 shares of common stock at a weighted average price of \$17.81 per share during the third quarter bringing the total number of shares repurchased year-to-date to 1,450,100 at a weighted average price of \$16.28. In total, approximately 3.2 million additional shares may be purchased under its share repurchase program.

“Rollins again delivered solid quarterly results. We were especially pleased to experience increased revenue across our entire family of companies,” said Gary W. Rollins, President and Chief Executive Officer of Rollins, Inc. “Our revenue and lead generation programs are working and we are benefiting from a planned increase in our sales staff.”

Mr. Rollins, concluded, “We are clearly focused on successfully completing the year while maintaining the positive momentum in revenue growth, expense control, and service performance improvement.”

Rollins, Inc. is a premier North American consumer and commercial services company. Through its wholly owned subsidiaries, Orkin, Inc., PCO Services, HomeTeam Pest Defense, Western Pest Services, The Industrial Fumigant Company and Crane Pest Control, the Company provides essential pest control services and protection against termite damage, rodents and insects to over 2 million customers in the United States, Canada, Mexico, Central America, the Caribbean, the Middle East, Asia and the Mediterranean from over 500 locations. You can learn more about our subsidiaries by visiting our Web sites at www.orkin.com, www.pestdefense.com, www.westernpest.com, www.indfumco.com, www.cranepestcontrol.com and www.rollins.com. You can also find this and other news releases at www.rollins.com by accessing the news releases button.

CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

This release contains statements that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include the statements about the Company’s clear focus on successfully completing the year while maintaining the positive momentum in revenue growth, expense control and service performance improvement. 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, economic and competitive conditions which may adversely affect our Company’s business; changes in industry practices or technologies; the degree of success of the Company’s pest and termite process reforms and pest control selling and treatment methods; the Company’s ability to identify and integrate potential acquisitions; climate and weather trends; competitive factors and pricing practices; potential increases in labor costs; uncertainties of litigation; 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, 2008.

**ROLLINS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**
(in thousands)

At September 30, (unaudited)	2009	2008
ASSETS		
Cash and cash equivalents	\$ 26,221	\$ 16,334
Trade receivables, short-term	70,750	68,032
Accounts Receivable - Other	2,338	1,717
Materials and supplies	10,341	11,117
Deferred income taxes	17,628	18,323
Other current assets	14,143	8,320
Total Current Assets	141,421	123,843
Equipment and property, net	77,223	77,963
Goodwill	189,355	182,834
Other Intangible Assets	22,742	25,126
Customer Contracts	120,510	125,354
Deferred income taxes	16,669	8,309
Trade receivables, long-term	9,599	9,009
Prepaid Pension	—	18,259
Other assets	8,008	6,604
Total Assets	\$ 585,527	\$ 577,301
LIABILITIES		
Loans outstanding	\$ 45,000	\$ 41,500
Capital leases	263	661

Accounts payable	16,616	20,037
Accrued insurance	15,605	14,855
Accrued compensation and related liabilities	58,208	53,842
Unearned revenue	95,361	99,297
Other current liabilities	29,610	29,294
Total Current Liabilities	260,663	259,486
Capital leases, less current portion	60	360
Accrued pension	14,992	—
Long-term accrued liabilities	56,584	54,394
Total Liabilities	332,299	314,240
STOCKHOLDERS' EQUITY		
Common stock	99,040	100,864
Retained earnings and other equity	154,188	162,197
Total Stockholders' Equity	253,228	263,061
Total Liabilities and Stockholders' Equity	\$ 585,527	\$ 577,301

ROLLINS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(in thousands except per share data)
(unaudited)

	Third Quarter Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
REVENUES				
Customer services	\$ 286,852	\$ 277,911	\$ 814,391	\$ 772,488
COSTS AND EXPENSES				
Cost of services provided	147,436	145,415	414,440	401,444
Depreciation and amortization	9,321	9,031	28,124	24,347
Sales, general and administrative	93,233	91,440	267,027	254,958
(Gain)/loss on sales of assets	30	(154)	7	(189)
Interest (income)/expense, net	159	174	846	(152)
	250,179	245,906	710,444	680,408
INCOME BEFORE TAXES	36,673	32,005	103,947	92,080
PROVISION FOR INCOME TAXES	13,940	12,201	39,924	35,699
NET INCOME	\$ 22,733	\$ 19,804	\$ 64,023	\$ 56,381
NET INCOME PER SHARE - BASIC	\$ 0.23	\$ 0.20	\$ 0.64	\$ 0.56
NET INCOME PER SHARE - DILUTED	\$ 0.23	\$ 0.20	\$ 0.64	\$ 0.56
Weighted average shares outstanding - basic	99,125	100,882	99,615	100,905
Weighted average shares outstanding - diluted	99,428	101,273	99,924	101,348

☎ CONFERENCE CALL ANNOUNCEMENT ☎
Rollins, Inc.
(NYSE: ROL)



Management will hold a conference call to discuss
Third Quarter results on:

Wednesday, October 28, 2009 at:
10:00 a.m. Eastern
9:00 a.m. Central
8:00 a.m. Mountain
7:00 a.m. Pacific

TO PARTICIPATE:
Please dial 877-941-1466 domestic;
480-629-9677 international
at least 5 minutes before start time.

REPLAY: available through November 4, 2009
Please dial 800-406-7325/303-590-3030, Passcode: 4173072
THIS CALL CAN ALSO BE ACCESSED THROUGH THE INTERNET AT
www.viaavid.net

Questions?
Contact Samantha Alphonso at Financial Relations Board at 212-827-3746
Or email to salphonso@mww.com

