

OMB APPROVAL

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FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[] Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*

Rollins, R. Randall

(Last) (First) (Middle)

2170 Piedmont Road NE

(Street)

Atlanta, GA 30324

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Rollins, Inc. (ROL)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Day/Year

12/27/02

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

Chairman of the Board

7. 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

<TABLE>
<CAPTION>

7.	2.	2A.	3.	4.	5.	6.
Transaction	Date,	Deemed	Transaction	Securities Acquired (A) or	Amount of	Ownership
		Execution	(Instr. 3, 4 and 5)	Disposed of (D)	Owned	ship
					Following	Form:
						Direct

Nature of	Date	if any	Code	-----	Reported	(D) or
Indirect	(Month/	(Month/	(Instr. 8)	(A)	Transaction(s)	Indirect
Beneficial	Day/	Day/	-----	Amount	or Price	(I)
Title of Security	Year)	Year)	Code	V	(Instr. 3	(Instr. 4)
Ownership					and 4)	
(Instr. 3)						
(Instr. 4)						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
<C>						
Rollins, Inc.	12/27/02		J(a)***	500	A	22,169**
Common Stock \$1						D
Par Value						
Rollins, Inc.						62,903*
By Spouse						I
Common Stock \$1						
Par Value						
Rollins, Inc.						23,700*
Co-Trustee of						I
Common Stock \$1						
Charitable						
Par Value						
Fund						
Rollins, Inc.						102,000*
Co-Trustee of						I
Common Stock \$1						
Trusts						
Par Value						
Rollins, Inc.	12/27/02		J(a)***	49,510	A	218,031*
Trustee of						I
Common Stock \$1						
Trusts for						
Par Value						
Children						
Rollins, Inc.						10,419,000*
By LOR, Inc.						I
Common Stock \$1						
Par Value						
Rollins, Inc.						595,000*
Co-Trustee of						I
Common Stock \$1						
Charitable						
Par Value						
Foundation						
Rollins, Inc.	12/27/02		J(a)***	50,010	D	0*
1996 RWR						I
Common Stock \$1						
Investment						
Par Value						
Partnership						
Rollins, Inc.						432,000*
Rollins						I
Common Stock \$1						
Holding Co.,						
Par Value						
Inc.						
Rollins, Inc.						1,359,000*
By Limited						I
Common Stock \$1						
Liability						
Par Value						
Company						

</TABLE>

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** This number includes 1,451 shares of 401(k) stock first reported in January 2002.

(Over) SEC 1474 (7/96)

FORM 4 (continued)

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

<TABLE> <CAPTION>

10. Owner-ship	2. Form of Derivative Security:	11. Nature of Derivative Security (Instr. 3 and 4)	3A. Deemed Executed 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. Price or Derivative Security (Instr. 5)	9. Number of Beneficially Owned Following Transaction(s) (Instr. 4)

<S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>

</TABLE> Explanation of Responses:

/s/ R. Randall Rollins Signed by Glenn P. Grove, Jr. as power of attorney December 31, 2002

**Signature of Reporting Person Date

* R. Randall Rollins disclaims for the purpose of Section 16 of the Securities and Exchange Act of 1934, the beneficial ownership of the shares described in Table 1, lines 2-10, and this report is not an admission of such beneficial ownership.

***J(a) - See attached Exhibit A

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C.78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained

Exhibit A

R. Randall Rollins

(a) The 1996 RWR Investment Partnership, L.P. (RWR), a Georgia limited partnership which owns shares of Rollins, Inc. (ROL) and for which the Reporting Person is the general partner, was dissolved. Prior to the dissolution of RWR, as general partner of RWR, the Reporting Person reported the indirect ownership of all of the ROL shares held by RWR. The Reporting Person is Trustee of 1986 Robert W. Rollins Qualified Subchapter S Trust (STRST), the limited partner of RWR.

As a result of the dissolution of RWR, ROL shares which the Reporting Person owned beneficially through RWR are now owned directly by the Reporting Person. On December 27, 2002, the STRST contributed ROL shares which it received on dissolution as the limited partner of RWR, to RWR Management Company, LLC (RWRLLC), a Georgia limited liability company which is wholly owned by STRST and for which the Reporting Person is the Manager. The STRST also contributed ROL shares which it owned directly to RWRLLC. As a result, the Reporting Person, as Trustee, now indirectly owns shares of ROL through RWRLLC, in which the Reporting Person has no pecuniary interest.

As a result of the transactions described above, the number of ROL shares which the Reporting Person is reporting direct ownership in has increased, the number of ROL shares which the Reporting Person is reporting as indirect ownership through RWR has decreased and the number of ROL shares which the Reporting Person is reporting as indirect ownership as Trustee through RWRLLC, has increased. The Reporting Person disclaims ownership of the shares held as Trustee.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, R. Randall Rollins, has authorized and designated Glenn P. Grove, Jr. to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Rollins, Inc. The authority of Glenn P. Grove, Jr. under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in securities of Rollins, Inc., unless earlier revoked in writing. The undersigned acknowledges that Glenn P. Grove, Jr. is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ R. Randall Rollins

R. Randall Rollins

