

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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 30324
(Address, including zip code, of registrant's principal executive offices)

Rollins 401(k) Plan
(Full Title of Plan)

R. Randall Rollins
Chairman of the Board
2170 Piedmont Road, N.E.
Atlanta, Georgia 30324
(404) 888-2000

(Name and address, including zip code, and telephone number, including area code,
of agent for service)

Copy to:

Robert F. Dow, Esq.
Jonathan Golden, Esq.
Arnall Golden Gregory LLP
171 Seventeenth Street, Suite 2100
Atlanta, Georgia 30363
(404) 873-8706

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered ⁽¹⁾	Proposed Maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee ⁽²⁾
Common Stock \$1.00 par value	4,260,000 ⁽³⁾	\$22.895	\$97,532,700	\$2,994.26

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

- (1) Includes an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the employee benefit plan as the result of any future stock split, stock dividend or similar adjustment of the registrant's outstanding common stock.
- (2) Estimated pursuant to Rule 457(c) solely for purposes of calculating amount of registration fee, based upon the average of the high and low prices reported on June 7, 2007, as reported on the New York Stock Exchange.
- (3) This amount represents 4,260,000 shares of Common Stock issuable under the registrant's Rollins 401(k) Plan.

EXPLANATORY NOTE

This Registration Statement is filed pursuant to General Instruction E to Form S-8 by Rollins, Inc., a Delaware corporation (the "Registrant"), in order to register 4,260,000 shares of common stock, par value \$1.00 per share (the "Common Stock"), which shares are in addition to those previously registered on a Registration Statements on Form S-8 (File Nos. 33-26056 and 33-47528) filed with the Securities and Exchange Commission (the "Commission") for issuance pursuant to Rollins 401(k) Plan. The Registrant incorporates herein by this reference the contents of such previously filed Registration Statement.

PART II

Item 8. Exhibits.

Exhibit No.	Description
5.1*	Copy of the Internal Revenue Service determination letter that the plan is qualified under Section 401 of the Internal Revenue Code
23.1*	Consent of Grant Thornton LLP
24*	Power of Attorney (included on signature page)

* filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on June 4, 2007.

ROLLINS, INC.

By: /s/ Gary W. Rollins

Gary W. Rollins

Chief Executive Officer, President and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated. Each person whose signature appears below hereby constitutes and appoints R. Randall Rollins and Gary W. Rollins, or any one of them, as such person's true and lawful attorney-in-fact and agent with full power of substitution for such person and in such person's name, place and stead, in any and all capacities, to sign and to file with the Securities and Exchange Commission, any and all amendments and post-effective amendments to this Registration Statement, with exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute therefor, may lawfully do or cause to be done by virtue thereof.

SIGNATURE	TITLE	DATE
<u>/s/ Gary W. Rollins</u> Gary W. Rollins	Chief Executive Officer, President and Chief Operating Officer (principal executive officer), and Director	June 4, 2007
<u>/s/ Harry J. Cynkus</u> Harry J. Cynkus	Chief Financial Officer and Treasurer (principal financial and accounting officer)	June 4, 2007
<u>/s/ R. Randall Rollins</u> R. Randall Rollins	Chairman of the Board of Directors	June 4, 2007
<u>/s/ Wilton Looney</u> Wilton Looney	Director	June 4, 2007
<u>/s/ Henry B. Tippie</u> Henry B. Tippie	Director	June 4, 2007
<u>/s/ James B. Williams</u> James B. Williams	Director	June 4, 2007
<u>/s/ Bill J. Dismuke</u> Bill J. Dismuke	Director	June 4, 2007
<u>/s/ Thomas J. Lawley</u> Thomas J. Lawley	Director	June 4, 2007

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* filed herewith.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

RECEIVED
MAR 19 2002
BY WEK

Date: MAR 15 2002

ROLLINS INC
C/O ANNE GARVEY
ARNALL GOLDEN GREGORY LLP
1201 W PEACHTREE ST STE 2800
ALTANTA, GA 30309-0000

Employer Identification Number
51-0068479
DLN:
17007299051021
Person to Contact:
ARNOLD A. FUSCO ID# 11206
Contact Telephone Number:
(877) 829-5500
Plan Name:
ROLLINS 401K PLAN
Plan Number: 002

Dear Applicant:

We have made a favorable determination on the plan identified above based on the information you have supplied. Please keep this letter, the application forms submitted to request this letter and all correspondence with the Internal Revenue Service regarding your application for a determination letter in your permanent records. You must retain this information to preserve your reliance on this letter.

Continued qualification of the plan under its present form will depend on its effect in operation. See section 1.401-1(b)(3) of the Income Tax Regulations. We will review the status of the plan in operation periodically.

The enclosed Publication 794 explains the significance and the scope of this favorable determination letter based on the determination requests selected on your application forms. Publication 794 describes the information that must be retained to have reliance on this favorable determination letter. The publication also provide examples of the effect of a plan's operation on its qualified status and discusses the reporting requirements for qualified plans. Please read Publication 794.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination is subject to your adoption of the proposed amendments submitted in your letter dated 03072002. The proposed amendments should be adopted on or before the date prescribed by the regulations under Code section 401(b).

This determination letter is applicable for the amendment (s) executed on 12171999 & 12122000.

This determination letter is also applicable for the amendment (s) dated on 10112001 & 12222001.

This determination letter considers the information submitted in your letter dated 10222001.

This letter considers the changes in qualification requirements made by the Uruguay Round Agreements Act, Pub. L. 103-465, the Small Business Job Protection Act of 1996, Pub. L. 104-188, the Uniformed Services Employment and Reemployment Rights Act of 1994, Pub. L. 103-353, the Taxpayer Relief Act of 1997, Pub. L. 105-34, the Internal Revenue Service Restructuring and Reform Act of 1998, Pub. L. 105-206, and the Community Renewal Tax Relief Act of 2000, Pub. L. 106-554.

This letter may not be relied on with respect to whether the plan satisfies the requirements of section 401(a) of the Code, as amended by the Economic Growth and Tax Relief Reconciliation Act of 2001, Pub L. 107-16.

The requirement for employee benefits plans to file summary plan descriptions (SPD) with the U.S. Department of Labor was eliminated effective August 5, 1997. For more details, call 1-800-998-7542 for a free copy of the SPD card.

We have sent a copy of this letter to your representative as indicated in the power of attorney.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours,

/s/ Paul T. Shultz
Paul T. Shultz
Director,
Employee Plans Rulings & Agreements

Enclosures:
Publication 794

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 26, 2007, accompanying the consolidated financial statements and schedule (which report expressed an unqualified opinion and contains an explanatory paragraph relating to the adoption of new accounting standards during 2006 and a change in accounting principle for 2004) on and management's assessment of the effectiveness of internal control over financial reporting included in the Annual Report of Rollins, Inc. and subsidiaries (the "Company") on Form 10-K for the year ended December 31, 2006. We hereby consent to the incorporation by reference of said reports in the Registration Statement of Rollins, Inc. on Form S-8.

/s/ GRANT THORNTON LLP
Atlanta, Georgia
June 12, 2007