

ROLLINS HOLDING CO INC
Form 4
April 29, 2003

FORM 4

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

OMB APPROVAL

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

OMB Number: 3235-0287
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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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Rollins Holding Company, Inc. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Marine Products Corporation/MPX			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _ Director _ 10% Owner _ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former 10% Owner		
c/o LOR, Inc. 2170 Piedmont Road, N.E.			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 04/28/2003		
(Street) Atlanta, GA 30324			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) _ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/03		D		10,068,569⁽¹⁾	D		0	D	

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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Year)	Year)	Disposed of (D)				Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)
			Code	V	(A)	(D)						

Explanation of Responses:

(1) These shares were previously held through RFPS Investments III, L.P. ("RFPS Investments"). The reporting persons on this Form 4 were limited partners of RFPS Investments. On April 28, 2003, RFPS Investments contributed all of its shares to RFPS Management Company III, L.P. ("RFPS Management") and RFPS Investments became a limited partner. After the transfer, the reporting persons on this Form 4 no longer exercise control over the voting or disposition of the shares.

By: /s/ **Glenn P. Grove, Jr.** **April 28, 2003**
Rollins Holding Company, Inc. by Glenn P. Grove, Jr., Date
Attorney-in-Fact
 **Signature of Reporting Person

**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 is insufficient, See Instruction 6 for procedure.

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Joint Filer Information

Name: RWR Management Company, LLC

Address: c/o LOR, Inc.
 2170 Piedmont Road, N.E.
 Atlanta, GA 30324

Designated Filer: Rollins Holding Company, Inc.

Issuer & Ticker Symbol: Marine Products Corporation (MPX)

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Date of Event Requiring Statement: 4/28/03

Signature: RWR MANAGEMENT COMPANY, LLC

/s/ Glenn P. Grove, Jr.

By: Glenn P. Grove, Jr., Attorney-In-Fact