

MARINE PRODUCTS CORP
 Form 4
 January 24, 2013

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROLLINS R RANDALL

2. Issuer Name and Ticker or Trading Symbol
**MARINE PRODUCTS CORP
 [MPX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2170 PIEDMONT ROAD, N.E.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

ATLANTA, GA 30324

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount or Price | | | |
| Common Stock \$.10 Par Value | 01/22/2013 | | A | | 40,000 | A | \$ 1.00 1,035,267 | D |
| Common Stock \$.10 Par Value | 01/22/2013 | | F | | 2,319 | D | \$ 6.4 1,032,948 | D |
| Common Stock \$.10 Par Value | 01/23/2013 | | F | | 1,160 | D | \$ 6.39 1,031,788 | D |

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| | | | | | | | | | | |
|--|------------|--|------|---|-------|------------|-------|--|-------|---------------------------------------|
| Common Stock \$.10 Par Value | | | | | | 109,296 | I (2) | Co-Trustee of Trust | | |
| Common Stock \$.10 Par Value | | | | | | 22,654,279 | I (2) | Held indirectly through RFPS Management Co. III, L.P. | | |
| Common Stock \$.10 Par Value | | | | | | 31,497 | I (2) | By Spouse | | |
| Common Stock \$.10 Par Value | 12/10/2012 | | J(3) | V | 2,916 | D | (3) | 104,004 | I (2) | Cust./Guardian Trustee of Trust |

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

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.

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(9-02)

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 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 of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROLLINS R RANDALL 2170 PIEDMONT ROAD, N.E. | X | X | Chairman of the Board | |

ATLANTA, GA 30324

Signatures

/s/ Glenn P. Grove, Jr., as Attorney in Fact for R. Randall
Rollins

01/24/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents 40,000 shares of restricted stock that vest in 20 percent increments beginning in 2015.

The reporting person disclaims for the purpose of Section 16 of the Securities and Exchange Act of 1934 the beneficial ownership of such

(2) securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission of such beneficial ownership.

(3) The shares in the trust were distributed as part of a settlement for no consideration.

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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