

APAC CUSTOMER SERVICE INC  
 Form 4  
 February 12, 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  
 Expires: January 31, 2005  
 Estimated average burden hours per response. . .0.5

**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  
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 Section 16 Filer  
 www.section16.net

| 1. Name and Address of Reporting Person*<br><b>Gerdelman, John W.</b> |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>APAC Customer Services, Inc. (APAC)</b> |   |   |            | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |   |                                   |
|---|--------------------------------------|--|---|---|---|------------|---|--|---|-----------------------------------|
| (Last)  | (First)                              | (Middle)   | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)             |   | 4. Statement for Month/Day/Year<br><b>02/11/03</b>              |            | <input checked="" type="checkbox"/> Director —<br>10% Owner<br><input type="checkbox"/> Officer (give title below) —<br>Other (specify below)   |  |   |                                   |
| 8304 Summerwood Drive   |                                      |  |   |   |   |            | 5. If Amendment, Date of Original (Month/Day/Year)  |  | 7. Individual or Joint/Group Filing (Check Applicable Line) |                                   |
| (Street)  |                                      |  |   |   |   |            | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |   |                                   |
| (City)  | (State)                              | (Zip)  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>     |   |   |            |   |  |   |                                   |
| 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 Ownership (Instr. 4) |
|   |                                      |  | Code  | V | Amount  | (A) or (D) | Price   |  |   |                                   |

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).

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**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 Acquired (A) or Disposed of (D) | 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 Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or | 11. Nature of Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|------------------------------------|

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|  |                |                 |  | (Instr. 3, 4 & 5) |              | Date Exer-cisable | Expira-tion Date | Title               | Amount or Number of Shares |  | Indirect (I) (Instr. 4) |          |
|--|----------------|-----------------|--|-------------------|--------------|-------------------|------------------|---------------------|----------------------------|--|-------------------------|----------|
|  |                |                 |  | Code              | V            |                   |                  |                     |                            |  |                         | (A)      |
| <b>Non-Qualified Stock Option (right to buy)</b> | <b>\$2.805</b> | <b>02/11/03</b> |  | <b>A</b>          | <b>1,000</b> | <b>(1)</b>        | <b>02/10/13</b>  | <b>Common Stock</b> | <b>1,000</b>               |  | <b>1,000</b>            | <b>D</b> |

Explanation of Responses:

(1) Stock options granted pursuant to the APAC Customer Services, Inc. Second Amended and Restated 1995 Incentive Stock Plan. Subject to change in control of the Issuer, the options vest in three equal annual installments beginning on the first anniversary of the date of original grant and thereafter on each such anniversary date, and expire 10 years from the day prior to the date of original grant, unless earlier terminated pursuant to the terms of the Plan by reason of the termination of the Reporting Person's service as a director. The options include the right of the Reporting Person to surrender shares to the Issuer in order to pay the exercise price of an option.

By: /s/ **Nanette H. Hoff, Attorney-in-Fact/**  
**John W. Gerdelman**

**02/12/03**  
 Date

\*\*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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