

APAC CUSTOMER SERVICE INC
 Form 4
 May 16, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Szafran Andrew B.

2. Issuer Name and Ticker or Trading Symbol
 APAC CUSTOMER SERVICE INC
 [APAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

APAC CUSTOMER SERVICES, INC., 6 PARKWAY NORTH

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2008

____ Director
 Officer (give title below) SVP & Chief Financial Officer
 ____ 10% Owner
 ____ Other (specify below)

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

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	05/15/2008		P			1,900	\$ 1.1499	1,900	D	
Common Stock	05/15/2008		P			5,000	\$ 1.15	6,900	D	
Common Stock	05/15/2008		P			5,300	\$ 1.1599	12,200	D	
Common Stock	05/15/2008		P			3,200	\$ 1.16	15,400	D	
Common Stock	05/15/2008		P			10,169	\$ 1.165	25,569	D	

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Common Stock	05/15/2008	P	3,200	A	\$ 1.1699	28,769	D
Common Stock	05/15/2008	P	29,231	A	\$ 1.17	58,000	D
Common Stock	05/15/2008	P	8,034	A	\$ 1.1799	66,034	D
Common Stock	05/15/2008	P	14,100	A	\$ 1.18	80,134	D

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

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SEC 1474
(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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option	\$ 1.1	05/14/2008		A	450,000	05/14/2009 ⁽¹⁾	05/14/2018	Common Stock	450,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szafran Andrew B. APAC CUSTOMER SERVICES, INC. 6 PARKWAY NORTH DEERFIELD, IL 60015			SVP & Chief Financial Officer	

Signatures

/s/ Pamela R. Schneider - Attorney-In-Fact/Andrew B. Szafran

05/16/2008

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) Stock option grant pursuant to the APAC Customer Services, Inc. Amended and Restated 2005 Incentive Stock Plan. Subject to a change in control of the Issuer, the options vest in five equal annual installments beginning on the first anniversary of the grant date, and expire 10 years from the grant date, unless earlier terminated pursuant to the terms of the Plan. 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.

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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