

APAC CUSTOMER SERVICE INC  
 Form 4  
 November 13, 2009

**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 \*  
 MCDERMOTT MARK E

(Last) (First) (Middle)

C/O APAC CUSTOMER SERVICES, INC., 2333 WAUKEGAN ROAD, SUITE 100

(Street)

BANNOCKBURN, IL 60015

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/11/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Chief Information Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  |  |                                   |
| Common Stock                    | 11/11/2009                           |  | S                              |   | 7,500   | D  | \$ 6.0715 9,662 D                 |
| Common Stock                    | 11/11/2009                           |  | S                              |   | 14,040  | D  | \$ 6.0715 9,662 D                 |
| Common Stock                    | 11/11/2009                           |  | S                              |   | 25,000  | D  | \$ 6.0715 9,662 D                 |
| Common Stock                    | 11/11/2009                           |  | S                              |   | 25,000  | D  | \$ 6.0715 9,662 D                 |
|                                 | 11/11/2009                           |  | S                              |   | 3,460   | D  | 9,662 D                           |

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Common Stock \$ 6.0715

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

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**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 or Number of Shares |
| Stock Options                              | \$ 3.57  | 11/11/2009                           |  | D                              |   | 7,500  |   | 08/02/2003 <sup>(1)</sup> | 08/01/2012      | Common Stock | 7,500                      |
| Stock Options                              | \$ 2.805   | 11/11/2009                           |  | D                              |   | 14,040   |   | 02/11/2004 <sup>(1)</sup> | 02/10/2013      | Common Stock | 14,040                     |
| Stock Options                              | \$ 2.855   | 11/11/2009                           |  | D                              |   | 25,000   |   | 03/08/2005 <sup>(1)</sup> | 03/07/2014      | Common Stock | 25,000                     |
| Stock Options                              | \$ 2.955   | 11/11/2009                           |  | D                              |   | 25,000   |   | 04/15/2005 <sup>(1)</sup> | 04/14/2014      | Common Stock | 25,000                     |
| Stock Options                              | \$ 1.62  | 11/11/2009                           |  | D                              |   | 3,460  |   | 02/08/2006 <sup>(2)</sup> | 02/08/2015      | Common Stock | 3,460                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

MCDERMOTT MARK E  
C/O APAC CUSTOMER SERVICES, INC.  
2333 WAUKEGAN ROAD, SUITE 100  
BANNOCKBURN, IL 60015

VP, Chief Information Officer

## Signatures

Robert B. Nachwalter, Attorney-in-Fact/ Mark E.  
McDermott

11/13/2009

\_\_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) The options vested in four 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.
- (2) The options vest in five equal annual installment 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.

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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