

SKINNER SAMUEL K
Form 4
October 18, 2011

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 *
SKINNER SAMUEL K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O APAC CUSTOMER SERVICES, INC., 2201 WAUKEGAN ROAD, SUITE 300

(Street)

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

BANNOCKBURN, IL 60015

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 10/14/2011 | | D | | 27,302 | D | \$ 8.55 | 0 | 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)

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| 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 1.49 | 10/14/2011 | | D | 12,431 | 07/01/2009 ⁽¹⁾ | 07/02/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.15 | 10/14/2011 | | D | 12,431 | 10/01/2009 ⁽¹⁾ | 10/01/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.38 | 10/14/2011 | | D | 12,431 | 01/02/2010 ⁽¹⁾ | 01/02/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.39 | 10/14/2011 | | D | 12,431 | 04/01/2010 ⁽¹⁾ | 04/01/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 4.89 | 10/14/2011 | | D | 10,465 | 06/29/2010 ⁽¹⁾ | 06/29/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.05 | 10/14/2011 | | D | 10,465 | 09/28/2010 ⁽¹⁾ | 09/28/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.96 | 10/14/2011 | | D | 10,465 | 01/04/2011 ⁽¹⁾ | 01/04/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.75 | 10/14/2011 | | D | 10,465 | 04/05/2011 ⁽¹⁾ | 04/05/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.49 | 10/14/2011 | | D | 3,975 | 07/06/2011 ⁽¹⁾ | 07/06/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.69 | 10/14/2011 | | D | 3,975 | 10/04/2011 ⁽¹⁾ | 10/04/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.12 | 10/14/2011 | | D | 3,975 | 01/03/2012 ⁽¹⁾ | 01/03/2021 | Common Stock |
| Non-Qualified | \$ 5.95 | 10/14/2011 | | D | 3,976 | 04/04/2012 ⁽¹⁾ | 04/04/2021 | Common |

Stock Option
(right to buy)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SKINNER SAMUEL K C/O APAC CUSTOMER SERVICES, INC. 2201 WAUKEGAN ROAD, SUITE 300 BANNOCKBURN, IL 60015 | X | | | |

Signatures

Robert B. Nachwalter, Attorney-in-Fact /Samuel K.
Skinner

10/18/2011

__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) Per the Merger Agreement and Plan of Merger, at the effective time of the merger, each Director Option to purchase shares of common stock vested in full and entitled the holder to receive at closing an amount in cash equal to the product of the total number of shares of common stock subject to such option multiplied by the amount, if any, by which \$8.55 exceeds the exercise price per share of such option, less any applicable withholding taxes.

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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