

SKINNER SAMUEL K

Form 4

October 18, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

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
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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 An Underlying Se (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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