

SKINNER SAMUEL K
Form 4
June 02, 2010

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)
05/27/2010

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

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

(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 | | |
| Common Stock | 05/27/2010 | | M | 2,434 | A \$ 2.85 | 22,434 | D |
| Common Stock | 05/27/2010 | | M | 2,434 | A \$ 2.645 | 24,868 | D |
| Common Stock | 05/27/2010 | | M | 2,434 | A \$ 2.72 | 27,302 | D |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 2.85 | 05/27/2010 | | M | 2,434 | 04/01/2005 ⁽¹⁾ 03/31/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.645 | 05/27/2010 | | M | 2,434 | 01/02/2005 ⁽¹⁾ 01/01/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.72 | 05/27/2010 | | M | 2,434 | 10/01/2004 ⁽¹⁾ 09/30/2013 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SKINNER SAMUEL K
C/O APAC CUSTOMER SERVICES, INC.
2333 WAUKEGAN ROAD, SUITE 100
BANNOCKBURN, IL 60015

X

Signatures

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

06/02/2010

**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)

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.