

Carr Gregory M.
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carr Gregory M.

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

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, Chief Marketing & Sales

BANNOCKBURN, IL 60015

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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		36,000	D	\$ 8.55
					0		

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

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information contained in this form are not
required to respond unless the form
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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)
Non-Qualified Stock Option (right to buy)	\$ 5.85	10/14/2011		D	53,000	05/31/2012 ⁽¹⁾ 05/31/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carr Gregory M. C/O APAC CUSTOMER SERVICES, INC. 2201 WAUKEGAN ROAD, SUITE 300 BANNOCKBURN, IL 60015	SVP, Chief Marketing & Sales

Signatures

/s/Robert B. Nachwalter, Attorney-in-Fact/Gregory M. Carr 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).

At the effective time of the merger, one-half of the unvested Employee Options, vested 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 options multiplied by the amount, if any, by which \$8.55 exceeds the exercise price per share of such options, less any applicable withholding taxes.

(1) Per the Merger Agreement and Plan of Merger, 50% of the options vested and entitled the holder to receive 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. The options that remained unvested immediately following the merger shall remain outstanding and will continue to vest in accordance with the terms set forth in the applicable governing plan and option agreements. Following the merger, at such time or times as an unvested options shall vest, the holder of such option shall receive an amount in cash equal to the product of the total number of shares of common stock underlying the portion of the option then becoming vested multiplied by the amount, if any, by which \$8.55 exceeds the exercise price per share of such 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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