

APAC CUSTOMER SERVICES, INC
 Form 4/A
 October 20, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 SCHWARTZ THEODORE G

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)
 10/18/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 10/14/2011 | | D | | 14,869,218 | D | \$ 8.55 |
| | | | | | 0 | I | |

See footnote (1)

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 number.

SEC 1474 (9-02)

Edgar Filing: APAC CUSTOMER SERVICES, INC - Form 4/A

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 2.08 | 10/14/2011 | | D | 29,528 | 04/03/2007 ⁽²⁾ 04/02/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.906 | 10/14/2011 | | D | 15,244 | 07/03/2007 ⁽²⁾ 07/02/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.59 | 10/14/2011 | | D | 15,244 | 10/02/2007 ⁽²⁾ 10/01/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.71 | 10/14/2011 | | D | 15,244 | 01/03/2008 ⁽²⁾ 01/02/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 4.725 | 10/14/2011 | | D | 15,244 | 04/02/2008 ⁽²⁾ 04/02/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.62 | 10/14/2011 | | D | 6,902 | 07/02/2008 ⁽²⁾ 07/02/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.43 | 10/14/2011 | | D | 6,902 | 10/01/2008 ⁽²⁾ 10/01/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.14 | 10/14/2011 | | D | 6,902 | 12/31/2008 ⁽²⁾ 12/31/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 0.87 | 10/14/2011 | | D | 6,901 | 03/31/2009 ⁽²⁾ 03/31/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.49 | 10/14/2011 | | D | 12,431 | 07/01/2009 ⁽²⁾ 07/01/2018 | Common Stock |
| Non-Qualified Stock Option | \$ 2.15 | 10/14/2011 | | D | 12,431 | 10/01/2009 ⁽²⁾ 10/01/2018 | Common Stock |

| | | | | | | | | |
|---|---------|------------|---|--------|---------------------------|------------|--------------|--|
| (right to buy) | | | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 1.38 | 10/14/2011 | D | 12,431 | 01/02/2010 ⁽²⁾ | 01/02/2019 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 3.39 | 10/14/2011 | D | 12,431 | 04/01/2010 ⁽²⁾ | 04/01/2019 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 4.89 | 10/14/2011 | D | 10,465 | 06/29/2010 ⁽²⁾ | 06/29/2019 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 6.05 | 10/14/2011 | D | 10,465 | 09/28/2010 ⁽²⁾ | 09/28/2019 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 5.96 | 10/14/2011 | D | 10,465 | 01/04/2011 ⁽²⁾ | 01/04/2030 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 5.75 | 10/14/2011 | D | 10,465 | 04/05/2011 ⁽²⁾ | 04/05/2020 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 5.49 | 10/14/2011 | D | 3,975 | 07/06/2011 ⁽²⁾ | 07/06/2020 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 5.69 | 10/07/2011 | D | 3,975 | 10/04/2011 ⁽²⁾ | 10/04/2020 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 6.12 | 10/14/2011 | D | 3,975 | 01/03/2012 ⁽²⁾ | 01/03/2021 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 5.95 | 10/14/2011 | D | 3,976 | 04/04/2012 ⁽²⁾ | 04/04/2021 | Common Stock | |

Reporting Owners

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

Signatures

Robert B. Nachwalter, Attorney-in-Fact /Theodore G.
Schwartz

10/20/2011

__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) The shares listed as beneficially owned by Mr. Schwartz include 5,011,218 held by a revocable trust which Mr. Schwartz controls (the TGS Trust") and 9,858,000 shares held by CAPA Partners, L.P. ("CAPA L.P."). Mr. Schwartz disclaims beneficial ownership of the shares held by CAPA L.P. except to the extent of his pecuniary interest therein.

(2) 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.

Remarks:

This Amendment is being filed to correct an administrative error in certain stock option footnotes in the Form 4 filing made on

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.